

## Florida Department of State

Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 617-6381

## From:

Account Name : STEPHEN S. MATHISON, P.A.  
Account Number : 120040000071  
Phone : (561) 624-2001  
Fax Number : (561) 624-0036

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DIVISION OF CORPORATIONS  
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INFORMATION SERVICESFLORIDA PROFIT/NON PROFIT CORPORATION  
MUSIC FOR A REASON, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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March 22, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

STEPHEN S. MATHISON, P.A.

SUBJECT: MUSIC FOR A REASON, INC.  
REF: W18000028118

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Nadira D McClees-Sams  
Regulatory Specialist II

FAX Aud. #: H18000091366  
Letter Number: 418A00005806

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FLORIDA DEPARTMENT OF STATE  
BUREAU OF COMMERCIAL  
REGISTRATION SERVICES

P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION  
OF  
MUSIC FOR A REASON, INC.**

We, the undersigned, natural persons competent to contract, for the purpose of forming a corporation under and in accordance with the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, hereby subscribe to, acknowledge and adopt the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of the corporation is **Music for a Reason, Inc.**

**ARTICLE II – PURPOSES**

The purposes of this corporation shall be to provide live music to participate in or promote charitable and other worthy causes.

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, except that no part of the income of the corporation shall be distributable to its members, directors or officers, except as provided in 617.011(1).

**ARTICLE III – TERM OF BUSINESS**

This corporation is to exist perpetually. The date of corporate existence shall begin at the time of subscription and acknowledgement of these Articles of Incorporation if filed with the Florida Secretary of State within five (5) days thereof, or if not, then the date of corporate existence shall begin when so filed.

**ARTICLE IV – MEMBERSHIP QUALIFICATIONS**

The qualifications for members and their manner of admission shall be as set forth in the Bylaws of this corporation.

**ARTICLE V – ADDRESS AND REGISTERED AGENT**

The initial post office and street address of the principal office of this corporation is 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418 and the street address of its initial registered office is 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418.

The initial registered agent is John R. Whittles, Esquire. The Board of Directors may from time to time move the principal office of this corporation to any other address in Florida.

**ARTICLE VI – DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time according to the bylaws.

**ARTICLE VII – INITIAL DIRECTORS**

The names and addresses of the initial directors are:

Brian R. Denney  
c/o Mathison Whittles, LLP  
5606 PGA Boulevard, Suite 211  
Palm Beach Gardens, Florida 33418

Matthew A. Fiorello  
c/o Mathison Whittles, LLP  
5606 PGA Boulevard, Suite 211  
Palm Beach Gardens, Florida 33418

Jeremy E. Slusher  
c/o Mathison Whittles, LLP  
5606 PGA Boulevard, Suite 211  
Palm Beach Gardens, Florida 33418

John R. Whittles  
c/o Mathison Whittles, LLP  
5606 PGA Boulevard, Suite 211  
Palm Beach Gardens, Florida 33418

#### **ARTICLE IX – INCORPORATOR**

The names and addresses of the initial incorporator is:

John R. Whittles  
5606 PGA Boulevard, Suite 211  
Palm Beach Gardens, Florida 33418

#### **ARTICLE X – BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the members, to add to, delete from, or otherwise amend the Bylaws of the corporation.

#### **ARTICLE XI – WORKING CAPITAL**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

#### **ARTICLE XII – INDEMNIFICATION AND LIMITATION OF LIABILITY**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the members shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

#### **ARTICLE XIII – DISTRIBUTIONS ON DISSOLUTION**

On any dissolution of the corporation, except involuntary dissolution for a period of less than three (3) years, or any liquidation of the corporation's assets, none of such assets shall be distributed to any member, officer or director of this corporation. All assets to be distributed,

after payment of all costs and expenses of such dissolution or liquidation, shall be distributed to one or more organizations qualifying under Internal Revenue Code 501(c)(3) as shall be designated by the Board of Directors.

**ARTICLE XIII – AMENDMENTS**

The corporation reserves the right to amend, add to or repeal any and all provisions contained in these Articles of Incorporation in the manner consistent with law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, we the undersigned, being the original incorporators hereinbefore named, for the purpose of forming a corporation not for profit to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 22<sup>nd</sup> day of March 2018.

\_\_\_\_\_  
JOHN R. WHITTLES

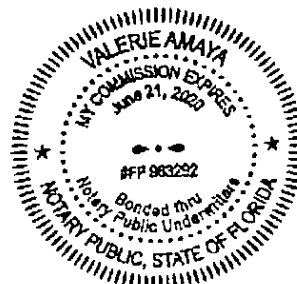
STATE OF FLORIDA  
SS  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared John R. Whittles, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 22 day of March 2018.

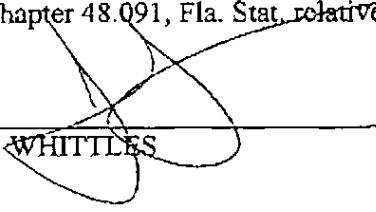
\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires:

(NOTARY SEAL)



**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Fla. Stat. relative to keeping open said office.

  
\_\_\_\_\_  
JOHN R. WHITTLES