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FILED  
95 MAR 24 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Wm. Michael C. Shaw

(Requestor's Name)

3713 49th Street North

(Address)

NO. 132

(City, State, Zip)

(Phone #)

St. Petersburg, FL 33710

400001439674

-03/24/95--01113--006

OFFICE USE ONLY \*\*\*\*157.50 \*\*\*\*\*78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Great Beginnings Music Education Foundation,

(Corporation Name)

(Document #)

2. INC.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BE 3/28

**ARTICLES OF INCORPORATION  
OF  
GREAT BEGINNINGS MUSIC EDUCATION FOUNDATION, INC.**

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The undersigned, for the purpose of forming a Corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

**ARTICLE I - NAME**

The name of the corporation is Great Beginnings Music Education Foundation, Inc. The initial mailing address of the Corporation shall be 3713 49th Street North • Suite 132 • St. Petersburg, FL 33710.

**ARTICLE II - DURATION**

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

**ARTICLE III - PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be 100 shares of common stock all of one class having a par value of \$ .01 per share.

**ARTICLE V - BOARD OF TRUSTEES**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Trustees, which shall act as a board of directors, the members of which shall be hereinafter referred to as Trustees.

Section 2. The number of Trustees shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Trustees shall be elected and hold office as provided in the Bylaws.

Section 4. The Chief Executive Officer of the Corporation shall be a Trustee.

Section 5. The Trustees of the Corporation shall be elected at the first meeting of the subscribers.

#### **ARTICLE VI - BYLAWS**

Section 1. The Board of Trustees shall adopt Bylaws for the Corporation at a meeting of the Board of Trustees following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Trustees.

#### **ARTICLE VII - INDEMNIFICATION**

The Corporation shall be empowered to indemnify any officer or trustee, or any former officer or trustee, in the manner set out and provided for in the Bylaws of this Corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### **ARTICLE VIII - INFORMAL ACTION OF TRUSTEES**

If all the Trustees severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Trustees.

#### **ARTICLE IX - AMENDMENT TO ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE X - TRUSTEE CONFLICT OF INTEREST**

A. No contract or other transaction between a corporation and one or more of its trustees, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its trustees or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such trustee or trustees are present at the meeting of the Board of Trustees or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested trustee or trustees; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee which approves such contract or transaction.

#### **ARTICLE XI - INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by all the stockholders who would be entitled to vote upon such action at a stockholders meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### **ARTICLE - XII EXECUTIVE COMMITTEE**

The Corporation may have an Executive Committee if desired by the Board of Trustees which shall consist of the President plus one Trustee. Said committee shall have the full power of the Board of Trustees when the Board is not in session to transact the ordinary business of the Corporation as set out in the Bylaws of the Corporation.

#### **ARTICLE XIII - TELEPHONE MEETINGS**

Members of the Board of Trustees or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

#### **ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

**ARTICLE XV - TRUSTEE QUORUM AND VOTING**

A majority of the trustees shall constitute a quorum for any meeting of the trustees of this Corporation. If a quorum is present, the affirmative vote of a majority of the trustees present or, if a trustee or trustees have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the trustees present and voting, shall be the act of the Board of Trustees.

**ARTICLE XVI - INITIAL REGISTERED AGENT**

Section 1. The address of the initial registered agent and office of this Corporation shall be 3713 49th Street North • Suite 132 • St. Petersburg, FL 33710.

Section 2. The name of the initial registered agent shall be Michael Shaw.

**ARTICLE XVII - INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is: Michael Shaw • 3713 49th Street North • Suite 132 • St. Petersburg, FL 33710.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation this 20th day of March, 1995.

  
\_\_\_\_\_  
Michael Shaw, Incorporator

STATE OF FLORIDA     )  
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20th day of March, 1995, by Michael Shaw.

  
\_\_\_\_\_  
Notary Public #CC152281

(SEAL)

My Commission Expires:  
Notary Public, State of Florida  
My Commission Expires Oct. 15, 1995  
Bonded Thru Troy Fain - Insurance Inc.

**ACCEPTANCE**

I hereby accept to act as initial Registered Agent for Great Beginnings Music Education Foundation, Inc. as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
Michael Shaw, Registered Agent

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