

P97000062865

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: INTERNATIONAL FRIENDS FOR LIFE MUSIC INCORPORATION
(Proposed corporate name - must include suffix)

200002241432--8
-07/18/97--01076--010
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for:

☐ \$70.00 ☐ \$78.75 ☒ \$122.50 ☐ \$131.25

FROM: Ella Mae Harris
Name (printed or typed)
Route 2 Box 256
Address
Alachua, Florida 32615
City, State & Zip
(904) 418-4642
Daytime Telephone number

FILED
97 JUL 18 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 21 1997

BSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

INTERNATIONAL FRIENDS FOR LIFE MUSIC, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

I.

The name of the corporation shall be:
International Friends for Life Music, Inc., Route 2 Box 256,
Alachua, FL 32615. (hereinafter referred to as
"Corporation")

II.

The corporation has perpetual duration.

III.

The purpose of this corporation is the perpetual operation and management of a music association known as Lyrics of Life Music Association (hereinafter known as "Association") and to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and authorizations contained herein and in the By-Laws hereinafter set forth; and to own, operate, lease, sell, trade, and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said corporation.

IV.

FILED

97 JUL 18 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation shall have the following powers:

1. The corporation shall have all of the common law and statutory powers of a corporation for profit which are not in conflict with the terms of these Articles and By-Laws.

2. To provide a methodology for administering musical services of the Lyrics of Life Music Association, henceforth shall be called, The Publishers.

3. The Publishers will ensure that each member thereof will receive appropriate services according to their needs, regardless of race, color, or religion. Such as:

A. MUSICAL LYRICS:

a). The Publishers will review and assess musical lyrics submitted by the members for publication. A written observation of said lyrics will be return to members within a timely manner.

b). The Publishers will provide assistance as needed in appropriate metering writing for musical lyrics.

B. COPYRIGHTING:

a). The Publishers will provide members with appropriate information, forms, and assistance as needed for copyrighting of complete musical composition.

b). The Publishers will review completed musical composition, including Lead Sheet, before submitting for copyright.

c). The Publishers will retain a finalized copy of copyright of musical composition.

d). The Publishers will provide share cost of

copyright of musical composition, if the publishers are share owners of said musical composition.

- e). The Publishers will retain completed copyright of musical compositions that are purchased by the publishers from the "Association" members or other resources.

C. PROMOTION and PUBLICATION:

1. The Publishers will provide members with a current listing of musical publishers, composers, artists, and recording companies.

2. The Publishers will collaborate with members, other music publishers, composers, artists, and recording companies to placed musical composition with appropriate agent or agents for publication.

3. The Publishers will keep members abreast of communication pertaining to activities of musical composition such as:

- a). Status of musical composition submitted for publication or promotion.
- b). Upon acceptance of musical composition for publication or promotion, The Publishers will collaborate with said agent or agents, and members of the "Association", to finalized an agreement of said musical composition.

D. CONTRACTS:

1. The Publishers, upon acceptance, will provide members with a standard contract of two (2) years, negotiable annually upon date of contract.

2. The Publishers, will review all contracts annually and/or by its receipt date.

3. An individual membership of \$50.00 will be required upon acceptance as a member of the "Association,." A renewal fee is due annually upon review of contract.

E. ROYALTIES:

1. Royalties will be disburse to members as specified in contracts accordingly.

4. The Board of Directors shall elect the President, Secretary, and Treasurer and as many vice-presidents, assistant secretaries, and assistant treasurers as the Board of Directors shall, from time to time, determine.

5. The affairs of the Association shall be managed by the President of the Corporation, assisted by the Vice-President, Secretary and Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or President, with approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel to administer or assist in the administration of the operation or management of this Association and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a director or officer of the Corporation, as the case may be.

V.

The qualification of members to the board of directors shall be their past history of musical services, their

knowledge and training of musical ability to meet the needs of the general public as stated above.

VI.

The initial board of directors shall be:

1. Ella M. Harris, Route 2 Box 256, Alachua, FL 32615
2. Ralph D. Seay, SR 121, Patton St., Worthington Springs, FL 39679
3. April L. Taylor, NW 142 Ave., Alachua, FL 32615

The first order of business to be conducted by the initial board of directors shall be:

1. To elect, by a majority vote, a director to act as chairman of the board. Said chairman shall serve for one year at which time a new election shall be held.
2. To appoint, by a majority vote, two additional members to the board of directors.

VII.

F. REIMBURSEMENT POLICY:

All Directors and Officers of this corporation shall receive compensation for their time or efforts in the administration of their respective duties. Reimbursement of expenses incurred in the pursuit and performance of their respective duties shall be made upon the surrender of proper receipts for such expenses.

VIII.

G. CAPITAL:

The authorized capital of the Corporation shall consist of One Thousand (1,000) shares, with a par value of One

Dollar (\$1.00) per share. The corporation may issue fractional as well as full shares. Each fractional share shall have rights identical to those in which a full share is entitled, but in such proportion, in all instances, as such fractional share basis to a full share.

At all meetings of the stockholders, each stockholder of record entitled to vote at such meeting shall be entitled to one (1) vote (and a pro rata fraction of vote for each fractional share) for each share of stock standing in his name entitled to be voted at such meeting. Each stockholder entitled to vote for Directors shall have the right to vote in person or by proxy the number of shares standing in his name on the books of the Corporation for as many persons as there are Directors to be elected.

IX.

H. PRE-EMPTIVE RIGHT:

The share holders of said Corporation shall have the right to acquire unissued shares of the same class in proportion to their existing holdings in the event of the proposed sale of the Corporation. The price of each holder shall be no less favorable than the price at which such shares are to offered to others.

X.

The principal office of the Corporation shall be located at: Route 2 Box 256, Alachua, FL 32615, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida, as well as

Foreign, as may from time to time be designated by the Board of Directors.

XI.

The names and address of the incorporators are:

Ella M. Harris, Route 2 Box 256, Alachua, FL 32615

Ralph D. Seay, SR121, Patton St., Worthington Springs,

Florida 39679

April L. Taylor, NW 142 Ave., Alachua, FL 32615

XII.

The names and addresses of the officers who are to serve until their successors are designed by the Board of Directors are as follows:

President:

Ella M. Harris

Route 2, Box 256

Alachua, FL 32615

Vice-President:

Ralph D. Seay

SR 121, Patton St.,

Worthington Springs, FL 39679

Secretary/Treasurer:

April L. Taylor

NW 142 Ave.,

Alachua, FL 32615

XIII.

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon him or her in connection with any

proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the Corporation, or any settlement thereof, whether or not he or she is a director or officer at the time such are incurred. Except, in such cases wherein the director or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

XIIII.

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided for by the By-Laws.

I. BY-LAWS:

The Members of the "Association," henceforth will be The Members, will agree to abide by established By-Laws of therefore agency named Lyrics of Life Music Association. Such as:

1. Individuals who seek to become a member of the "Association," must submit a complete membership form to The Publishers for consideration. Upon acceptance as a member, a membership fee of \$50.00 is required, and is due annually upon renewal.

2. The Members, upon acceptance to the "Association" will be required to review and sign a standard contract of two (2) years, negotiable annually upon date of contract.

3. The Members, on an individual basis or as a group are required to submit musical lyrics to The Publishers for review and assessment within a timely manner as specified in their individually contracts.

4. The Members, are requested to seek appropriate assistance in metering writing of musical lyrics, and/or other guidance as needed.

5. The Members, on an individual basis or as a group are required to submit complete copyright forms, including Lead Sheets, for musical composition to The Publishers for copyrighting within a timely manner.

6. The Members, on an individual basis or as a group are required to incur cost or share cost for copyrighting, Lead Sheet, demo recording, and lyric arrangement of musical composition. The Publishers, will provide share cost of above stated services only if the publishers are share owners of said musical composition.

7. The Members, upon receipt of a current listing of music publishers, companies, artists, and recording companies are requested to submit with their final musical composition a prevalent choice of publication.

8. The Members, if publication is obtained on their own or as a group, they are required to submit appropriate information and notification to the publishers for review prior to acceptance of any agreement with another agency.

9. Members are required to attend all scheduled meetings and training sessions and to be on time. Only valid absences and tardiness are accepted. Such as: **ILLNESS, DEATH, FAMILY EMERGENCY, OR PRE-SCHEDULED APPOINTMENTS.** After 3 unexcused absences, a written reprimand will be given.

10. Members will be required to sign a **LOYALTY OF OATH** statement upon acceptance to the "Association." Members are required to conduct their activities in appropriate professional manner at all times. Any member that engaged into activities that are not becoming to their profession and/or jeopardize the creditability of the "Association" will receive appropriate disciplinary actions accordingly as specified in their contracts.

11. Members are required to carry out their respective duties, and to function as a professional team. Any personal dispute among members are to be settled among themselves. Administrative assistance is available upon request, if deemed necessary.

XV.

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed Amendments shall be included in the notice of any meeting at which such proposed Amendment is considered.

2. Proposed Amendments shall be presented to the Board of Directors, and shall be approved in writing by a majority of such Board of Directors.

3. A certificate of amendment executed by the duly authorized officers of the corporation shall then be recorded among the public records of Alachua County, Florida.

4. No amendment may be made to the Articles of Incorporation which shall be in any manner amend, effect, or modify the provisions and obligations set forth described in Section 501(c) (3) and 170(C)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

The undersigned hereby accepts the above designation of Registered Agent and agrees to perform all required duties of Registered Agent.

Ella Mae Harris

Ella Mae Harris

IN WITNESS WHEREOF, the undersigned has set his or her hand and seal on this 15th day of July, 19 97.

Ella Mae Harris

Ella Mae Harris

STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, this day personally appeared Ella Mae Harris, who executed and subscribed to the foregoing Article of Incorporation, and acknowledge before me that he signed, sealed and acknowledged at the same time, place and in the manner and for the uses and purposes as therein set forth and continued.

WITNESS my hand and official seal on this 15th day of July, 19 97.

Kathleen Mikell

NOTARY PUBLIC, State of Florida

MY Commission expires: _____



FILED
97 JUL 18 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA