

Emily Waugh
Ausley & McMullen

Requestor's Name

227 S. Calhoun Street

Address

Tallahassee, FL 32301

425-5428

City/State/Zip

Phone #

100002802141--7
-03/11/99--01042--010
*****70.00 *****70.00
Office Use Only

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

1. Mason's School of Music, Inc.

(Corporation Name)

(Document #)

2.

P99000022549

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time Please call

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of State

FILED
99 MAR 11 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS
<input checked="" 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

Call when ready
425-5428

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MAR 11 AM 10:39

T. SMITH MAR 11 1999

Examiner's Initials

ARTICLES OF INCORPORATION
OF
MASON'S SCHOOL OF MUSIC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective at the time of filing.

ARTICLE I.
Name and Principal Office

The name of this Corporation shall be **MASON'S SCHOOL OF MUSIC, INC.** The principal place of business and mailing address of this Corporation is 3309 Robinhood Road, Tallahassee, Florida 32312.

ARTICLE II.
Nature of Business

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III.
Stock

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

ARTICLE IV.

Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V.

Incorporators

The name and street address of the Incorporator of this Corporation is as follows:

David Mason	3309 Robinhood Road, Tallahassee, Florida 32312
Ruth Mason	3309 Robinhood Road, Tallahassee, Florida 32312

ARTICLE VI.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 3309 Robinhood Road, Tallahassee, Florida 32312. The name of the initial Registered Agent of the Corporation at the above address shall be David Mason. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.

Number of Directors

This Corporation shall have at least one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

David Mason	3309 Robinhood Road, Tallahassee, Florida 32312
Ruth Mason	3309 Robinhood Road, Tallahassee, Florida 32312

ARTICLE X.
Officers

The Corporation shall have a president, secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	David Mason, 3309 Robinhood Road, Tallahassee, Florida 32312
Secretary/Treasurer	Ruth Mason, 3309 Robinhood Road, Tallahassee, Florida 32312

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the

Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Financial Information

The Corporation shall be required to prepare and provide financial information as requested by its shareholders.

ARTICLE XIII.

Amendment

These Articles of Incorporation may be amended only by: (a) a majority affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as

otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation as of 3 / 11, 1999.

David Mason

DAVID MASON

Incorporator

Ruth Mason

RUTH MASON

Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 11 day of March, 1999, by David Mason and Ruth Mason, who are personally known to me and who did not take an oath.

Emily S. Waugh

Signature of Notary Public

Notary Seal/Stamp:

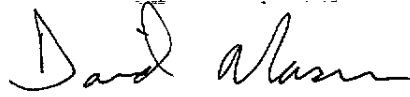


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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Mason's School of Music, Inc., desiring to organize as a corporation under the laws of the state of Florida, has designated 3309 Robinhood Road, Tallahassee, Florida 32312, as its initial registered office and has named David Mason, located at said address, as its initial Registered Agent effective 3/11, 1999.



DAVID MASON

Incorporator

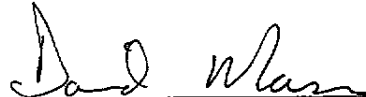


RUTH MASON

Incorporator

Dated as of 3/11, 1999

Having been named Registered Agent and to accept service of process for Bookkeeping Advantage, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective 3/11, 1999. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



DAVID MASON

Registered Agent

Dated as of 3/11, 1999

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TALLAHASSEE, FLORIDA