

ARTICLES OF INCORPORATION

OF

JAZZ SOCIETY OF BREVARD, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned hereby organizes and incorporates for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of "CHAPTER 617, CORPORATIONS NOT FOR PROFIT, FLORIDA STATUTES," for engaging in activities with and under the following charter:

ARTICLE I.

The name of the Corporation shall be "JAZZ SOCIETY OF BREVARD, INC. The Corporation shall be perpetual, except as provided in Article IX of these Articles providing procedures for dissolution.

ARTICLE II.

The Incorporators hereby name Alan Simms, whose address is 355 Carmine Drive, Cocoa Beach, Florida, 32931, Tel: (305) 784-3616, as Registered Agent to accept service of process within the State of Florida.

ARTICLE III.

The specific and primary purpose for which this Corporation is organized is to sponsor activities which will:

(a) Develop, promote and preserve community appreciation for jazz music through the presentation of public jazz festivals, concerts and like events.

(b) Educate its members and the general public in jazz music and to generate community interest therein.

(c) Provide a common meeting ground where jazz musicians can play their music to interested audiences.

(d) Provide liaison between jazz musicians, jazz societies and the listening public.

HELEN A. INGLIS
655 CAIMAN ST.
SATELLITE BCH., FL 32937

(e) Establish work shops, especially among younger musicians, which encouragement may take several forms, such as providing programs at schools, making opportunities for younger musicians to play along with older more experienced ones, and providing scholarships for deserving young musicians.

Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (1) an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (2) an organization, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954 or any other corresponding provision of any other corresponding provision of any future United States Internal Revenue law.

ARTICLE IV.

The names and residence addresses of the subscribers to these Articles of Incorporation are:

Jack Simpson, 2409 Cherbourg Road, Cocoa, Florida, 32926

Alan Simms, 355 Carmine Drive, Cocoa Beach, Florida, 32931

LeRoy L. Long, 3510 East Roundtree Drive, Cocoa, Florida, 32906

Alan C. Rosenbaum, 127 E. Pasco Lane, Cocoa Beach, Florida 32931

Gwen Phelps, 2150 Palm Avenue, Indialantic, Florida, 32903

ARTICLE V.

The qualifications for membership in this Corporation shall be current payment of dues, and an interest in furthering the aims and objectives of the Corporation, to include participation in the Corporation's activities. Membership shall be offered in the following categories:

(a) Individual membership

JAZZ SOCIETY OF BREVARD, ARTICLES OF INCORPORATION, PAGE 3

(b) Family membership, to include children up to eighteenth birthday.

(c) Honorary membership, non-voting, which may be conferred by a vote of a majority of the Board of Directors to an individual who has made outstanding contribution in furthering the aims and objectives of the Society.

(d) Charter membership for all members who paid dues on or before May 1 1986.

(e) Student membership for all members up to age eighteen. Qualified persons may be admitted to membership in the Corporation by making application to the Corporation or any Director thereof. Dues for each of the categories of membership listed above shall be established from time to time by the Board of Directors. The Board shall have full discretionary power of admitting, rejecting or expelling Members, in accordance with the provisions and restrictions set forth in Article VI, Section 5 of the By-laws.

ARTICLE VI.

The powers of this Corporation shall be exercised, properties controlled, and its affairs conducted by a Board of Directors of five (5) Members. The number of Directors may change from time to time by a resolution of a majority of the General Membership entitled to vote in person or by proxy.

Directors shall be elected by a majority vote of a quorum of the Membership present or voting by proxy.

Duration of office for each Director, to be adopted at the initial organizational meeting, shall be as follows:

One Director to be elected for a term of three years

HELEN A. INGLIS
655 CAIMAN ST.
SATellite BCH., FL 32937

JAZZ SOCIETY OF BREVARD, ARTICLES OF INCORPORATION, PAGE 4

Two Directors to be elected for a term of two years

Two Directors to be elected for a term of one year

Thereafter, Directors will be elected by the General Membership as terms of office expire. A Director may be eligible for re-election by the General Membership immediately upon expiration of term of office. The Secretary of the Corporation shall be responsible for keeping the necessary records of the terms of office. The Directors shall be directly responsible to the General Membership for leadership of the corporation. The Senior Director, as established in Article VII, Section 1 of the Corporation By-laws, or his designate, shall preside at all meetings of the Board of Directors or the General Membership. Order of business and parliamentary procedure shall be as set forth in Roberts Rules of order (Revised), unless otherwise specified in these Articles, or the Corporation By-laws.

The names and addresses of the first Board of Directors are the subscribers listed in Article IV of these Articles.

The elective officers of the Corporation shall be, a Senior Director, an Assistant Senior Director, a Secretary and a Treasurer. Other officers may be established by the Board, to include duties to be assigned to the fifth Director not elected to any of the foregoing offices. The Members of the Board of Directors shall elect the foregoing officers among themselves.

ARTICLE VII.

By-laws will be adopted at the initial organizational meeting of the General Membership of the proposed Corporation by a two thirds majority of Members present and voting. Such By-laws

HELEN A. INGLIS
655 CAYMAN ST.
SATELLITE BCH., FL 32937

JAZZ SOCIETY OF BREVARD, ARTICLES OF INCORPORATION, PAGE 6
or reimbursement for services rendered and to make payments and
distributions in furtherance of the exempt purposes for which it
was formed.

ARTICLE X.

This Corporation may adopt an appropriate seal and shall
adopt By-laws for the government of its affairs not inconsistent
with the Articles and the Laws of the State of Florida, which may
be amended or replaced as provided in said By-laws.

IN WITNESS WHEREOF, the undersigned incorporators have set
our hands and seals to the foregoing Articles of Incorporation
to be filed under the laws of the State of Florida, this 25th day
of June, A.D. 1986

Alan (Richard B.) Simms
Alan (Richard B.) Simms, Assistant Senior Director

Alan C. Rosenbaum
Alan C. Rosenbaum, Treasurer

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public, in and for the State of Florida,
personally appeared ALAN (RICHARD B.) SIMMS and ALAN C. ROSENBAUM,
to me personally known and known to be the persons who executed the
foregoing certificate of Articles of Incorporation of the JAZZ SO-
CIETY OF BREVARD, INC., acknowledged before me that they executed
the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in said County and STATE the 25th day of June
1986.

Constance J. Sutton
My commission expires
Jan 20, 1987

Notary Public, State of Florida
My Commission Expires Jan 20, 1987
Bonded by Advertiser for a County License

ARTICLES OF INCORPORATION, JAZZ SOCIETY OF BREVARD, PAGE 7

IN WITNESS WHEREOF, the undersigned incorporators have set our hands and seals to the foregoing Articles of Incorporation to be filed under the laws of the State of Florida, this 3rd day of July, AD 1986.

[Signature]
Jack Simpson, Senior Director
[Signature]
Leroy L. Long, Secretary
[Signature]
Gwen Phelps, Director

FILED
1986 JUL -4 11:12

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public, in and for the State of Florida, personally appeared JACK SIMPSON, LEROY L. LONG and GWEN PHELPS, to me personally known and known to be the persons who executed the foregoing certificate of Articles of Incorporation of the JAZZ SOCIETY OF BREVARD, INC., acknowledged before me that they executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said County and State this 3rd day of July AD 1986

[Signature]
Notary Public in and for the State of Florida
My Commission Expires May 25, 1988
Notary Public in and for the State of Florida

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at place designated in these articles, I accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

[Signature]
Alan Simms, Registered Agent

HELEN A. INGLIS
655 CAINMAN ST.
SATellite BCh., FL 32937