

Tallahassee Area Musicians Guild

Articles of Incorporation

Articles of Incorporation of the Tallahassee Area Musicians Guild, Inc.. The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I NAME

1.01 Name

The name of the Corporation shall be Tallahassee Area Musicians Guild, Inc.. The business of the corporation may be conducted as Tallahassee Area Musicians Guild, Inc. or TAMG.

1.02 Location

The place in this state where the principal office of the Corporation is to be located is the City of Tallahassee, Leon County.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

Said corporation is organized exclusively for charitable and educational purposes that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. TAMG's purpose is to educate and advocate local musicians and to provide community outreach via performing arts-related programs.

TAMG provides education by giving lectures, seminars and training in music production, engineering, technique, and marketing. Our community outreach programs include providing music lessons and training to underprivileged youth, and providing scholarships to those exceptionally talented.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.01 Public Benefit

TAMG is designated as a public benefit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

TAMG is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of TAMG shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

TAMG is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of TAMG of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of TAMG, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the TAMG hereunder shall be selected by the discretion of a majority of the managing body of the TAMG and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the TAMG by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
BOARD OF DIRECTORS

5.01 Governance

TAMG shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Russ Pangratz
Michael Shawn Turner
Russ Hamby
Marjorie Bertram

ARTICLE VI
MEMBERSHIP

6.01 Membership

TAMG may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors and any voting members.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is: **2011 South Monroe Street—Tallahassee, FL 32301**
The mailing address of the corporation is: **PO Box 3394—Tallahassee, FL 32315**

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be: Russ Pangratz

ARTICLE X
INCORPORATOR

The incorporator of the corporation shall be: Russ Pangratz

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of TAMG were approved by the board of directors on 12/8/2014 and constitute a complete copy of Articles of Incorporation of the TAMG.

Russ Pangratz _____

Michael Shawn Turner _____

Russ Hamby _____

Marjorie Bertram _____

Acknowledgment of consent to appointment as registered agent

I, Russ Pangratz, agree to be the registered agent for TAMG as appointed herein.

Registered Agent _____

Date: _____