

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

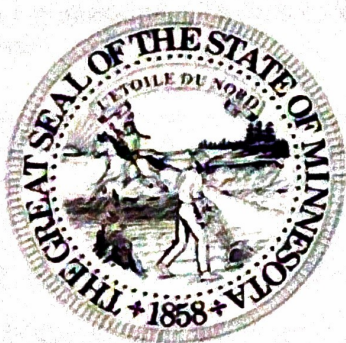
The business entity is now legally registered under the laws of Minnesota.

Name: JAM Concert Series Inc.

File Number: 1474949400027

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 05/20/2024



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Nonprofit Corporation/Articles of Incorporation
Minnesota Statutes, Chapter 317A



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Incorporation:

ARTICLE 1 - CORPORATE NAME:

JAM Concert Series Inc

ARTICLE 2 - REGISTERED OFFICE AND AGENT(S), IF ANY AT THAT OFFICE:

Name

Address

Thomas Woytko

4023 E Calvary Rd Duluth MN 55803 USA

ARTICLE 3 - INCORPORATOR(S):

Name

Address

Grant Carl

4023 E Calvary Rd Duluth MN 55803

Thomas Woytko

4023 E Calvary Rd Duluth MN 55803

DURATION: PERPETUAL

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: Thomas Woytko

MAILING ADDRESS: None Provided

EMAIL FOR OFFICIAL NOTICES: None Provided

Attachment to
Articles of Incorporation of
JAM Concert Series Inc.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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. The primary purpose for the organization is: to encourage and expose students to the diverse culture of Jazz through listening and playing opportunities.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.



Work Item 1474949400027
Original File Number 1474949400027

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
05/20/2024 11:59 PM

Steve Simon

Steve Simon
Secretary of State



Steve Simon

Office of Minnesota Secretary of State
STATE OF MINNESOTA

5/20/2024

Dear JAM Concert Series Inc.,

Thank you for your business filing with the Office of the Minnesota Secretary of State. Minnesota has a very robust and exciting business community, and our office is grateful to have been able to help you begin your journey.

Now that you have completed your filing, we encourage you to make your next stop Minnesota Department of Employment and Economic Development (DEED). DEED is here to support the start, growth, and expansion of businesses. The agency provides grants, loans, consultation, education, and resources to businesses and support organizations. Learn how they can help your business at joinusmn.com.

Along with your filing and this letter, you will receive three additional items:

- A reminder that business entities in Minnesota need to renew their registration yearly, and for most entity types, that renewal is fast, easy, and free.
- A handout with more information from DEED and joinusmn.com, including contact information for obtaining tax related IDs from the Minnesota Department of Revenue and the IRS.
- A document informing you about new federal beneficial ownership reporting requirements. The handout helps to explain who must report and offers guidance for when and how to report this information to the federal government.

If our office can be of further assistance, please do not hesitate to contact our Business Services helpdesk at business.services@state.mn.us.

Sincerely,

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

**ACTION BY WRITTEN CONSENT
OF THE SOLE INCORPORATOR
OF**

**JAM Concert Series Inc.,
A Minnesota Nonprofit Corporation,
May 24, 2024**

The undersigned, acting as the sole incorporator of JAM Concert Series Inc., a Minnesota Nonprofit Corporation (the "Corporation"), hereby approves and adopts the following resolutions by this written consent without a meeting (this "Written Consent") pursuant to the Minnesota Nonprofit Corporation Act, which shall be effective upon the commencement of the Corporation's existence:

RESOLVED, that each person named below is hereby elected to serve as a Director of the Corporation until such time as his or her successor is duly elected and qualified:

Thomas Woytko
Grant Carl

RESOLVED FURTHER, that the officers of the Corporation, as elected by the Corporation's Board of Directors, are authorized and directed to insert a copy of this Written Consent in the minute book of the Corporation.

RESOLVED FURTHER, that the undersigned, the sole incorporator of the Corporation, hereby resigns as the incorporator of the Corporation, effective upon the commencement of the Corporation's existence.

IN WITNESS WHEREOF, the undersigned executes this Written Consent as of the date set forth above.

Thomas Woytko, Incorporator