

# ARTICLES OF INCORPORATION

## ARTICLE I

### NAME

#### 1.01 Name

The name of this corporation shall be **Mike Romero Music** The business of the corporation may be conducted as **Mike Romero Music**.

## ARTICLE II

### DURATION

#### 2.01 Duration

The period of duration of the corporation is perpetual.

## ARTICLE III

### PURPOSE

#### 3.01 Purpose

**Mike Romero Music** is a non-profit corporation and shall operate exclusively for religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Mike Romero Music is a team of artistic professionals writing music that glorifies and honors God and reaches beyond just our immediate area to minister to the church as a whole. Mike Romero Music's purpose is to further the mission of Jesus Christ through original music, spoken word, and mutually encouraging relationships with those we partner with in ministry including churches, various ministers, students, and other philanthropic and religious organizations.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for religious purposes.

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

#### 3.02 Public Benefit

**Mike Romero Music** is designated as a public benefit corporation.

## ARTICLE IV

### NON-PROFIT NATURE

#### 4.01 Non-profit Nature

**Mike Romero Music** is organized exclusively for religious 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 **Mike Romero Music** 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.

**Mike Romero Music** 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 religious 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 **Mike Romero Music** 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 **Mike Romero Music**, 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 **Mike Romero Music** hereunder shall be selected by the discretion of a majority of the managing body of **Mike Romero Music** 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 **Mike Romero Music** 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 Texas.

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 Montana 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**

**Mike Romero Music** shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be , **Travis Jason Wright, Clinton Kimball Wyllie, and Jay Tracy.**

## **ARTICLE VI** **MEMBERSHIP**

#### **6.01 Membership**

**Mike Romero Music** shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **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.

## **ARTICLE VIII**

**ADDRESSES OF THE CORPORATION**

**8.01 Corporate Address**

The physical address of the corporation is:  
**5239 ARBOLES DR. APT. F, HOUSTON TX 77035**  
The mailing address of the corporation is:  
**5239 ARBOLES DR. APT. F, HOUSTON TX 77035**

**ARTICLE IX**

**Appointment of registered agent**

**9.01 Registered Agent**

The registered agent of the corporation shall be:  
**Branden Montgomery**  
**5239 ARBOLES DR. APT. F, HOUSTON TX 77035**

**ARTICLE X**

**INCORPORATOR**

The incorporators of the corporation are as follow:

**Branden Keith Montgomery**  
**5239 Arboles Dr. Unit F. Houston, TX 77035**

**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Mike Romero Music** were approved by the board of directors on **January 8 2015** and constitute a complete copy of Articles of Incorporation of the **Mike Romero Music**.

**Acknowledgment of consent to appointment as registered agent**

I, **Branden Montgomery**, agree to be the registered agent for **Mike Romero Music** as appointed herein.

DocuSigned by:  
*Branden Montgomery*  
Registered Agent  
Date: 1/8/2015 F99844206B61427...

DocuSigned by:  
*[Signature]*  
President  
Date: 1/8/2015 57F527541B...

DocuSigned by:  
*[Signature]*  
Vice President  
Date: 1/8/2015 3A1041484DE9444...

DocuSigned by:  
*Clint Wylie*  
Secretary  
Date: 1/9/2015 C0012FBCE9274DF...