



THE FOUNDATION FOR A SOUND SOLUTION

A California Non-profit Public Benefit Corporation

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be The Foundation for a Sound Solution. The principal office of the corporation for the transaction of business shall be 21401 Anza Ave, Torrance, located within the County of Los Angeles and State of California.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

The Foundation for a Sound Solution is a non-profit corporation and shall operate exclusively for educational and charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The Foundation for a Sound Solution is designed to provide grant funding to independent artists

who desire continued music education or require assistance funding projects which would provide them with future opportunity, as well as to provide musical equipment donations to schools and other public organizations in need. Additionally, the Foundation provides free education thru nationwide lectures and seminars establishing Music as a Business, and providing the fundamentals to artists with aspirations of achieving a successful career in the music industry.

Our Foundation consists of CEOs and Founding Members of numerous well-known companies within the music industry. These individuals and their companies act as ambassadors to raise social consciousness on local, state, national, and international levels, and from time to time we may seek to collaborate with other organizations which fall under the 501(c)(3) section of the Internal Revenue Code.

At times, per approval by the Board of Directors, we may provide internships or volunteer opportunities for involvement with activities and programs which are designed to have a greater impact for change.

3.02 Public Benefit

The Foundation for a Sound Solution is designated as a public benefit corporation.

ARTICLE IV **NON-PROFIT NATURE**

4.01 Non-profit Nature

The Foundation for a Sound Solution 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 The Foundation for a Sound Solution 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.

The Foundation for a Sound Solution 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 the Foundation for a Sound Solution 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 the Foundation for a Sound Solution, 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 Foundation for a Sound Solution hereunder shall be selected by the discretion of a majority of the managing body of the Foundation for a Sound Solution 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 Foundation for a Sound Solution 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 California.

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 California to be added to the general fund.

4.04 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.

4.05 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.

4.06 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

The Foundation for a Sound Solution shall be governed by its board of directors.

5.02 Initial Directors

The initial Board of Directors and the names and addresses of the persons who are to serve as Directors or until such time as their successors are elected and qualified are as follows:

President:

Jeffrey E Totten
21401 Anza Ave
Torrance, California 90503

The President shall be the chief executive officer of the Corporation and shall have active management of the business of the Corporation. He or she shall execute on behalf of the Corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Corporation.

Vice President:

Ric Chetter
4745 Poplar Ave Ste 100B
Memphis, Tennessee 38117

The Vice President shall be the chief operations officer of the Corporation and shall have active management of the business of the Corporation under the president. He or she shall execute on behalf of the Corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Corporation.

Treasurer:

Dianna Fryer
4745 Poplar Ave
Memphis, Tennessee 38117

The Treasurer shall act under the direction of the President.

Subject to the direction of the President, he or she shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the President of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his/her transactions as the Treasurer and of the financial condition of the Corporation

Secretary:

Rob Agnello
1924 Marjorie Rd
Grand Island, New York 14072

The Secretary shall act under the direction of the President and shall have custody of and maintain all corporate records except the financial records. He or she shall authenticate all non-financial records and documents of the Corporation. Subject to the direction of the President he or she shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He or she shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all annual and special meetings of the stockholders and Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors

ARTICLE VI
MEMBERSHIP

6.01 Membership

The Foundation for a Sound Solution 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 address of the corporation is:

The Foundation for a Sound Solution
21401 Anza Ave
Torrance, CA 90503

The mailing address of the corporation is:

The Foundation for a Sound Solution
1433 Marcelina Ave # 541
Torrance, CA 90501

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Jeffrey E Totten
21401 Anza Ave
Torrance, CA 90503

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follows:

Jeffrey E Totten
21401 Anza Ave
Torrance, CA 90503

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

All other matters regarding Corporation's rules of corporate governance are contained within Corporation's bylaws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of California, we the undersigned, constituting the Directors or Incorporators of this Corporation, have executed these Articles of Incorporation on February 2, 2015.

(signature on file)
Jeffrey E Totten
21401 Anza Ave
Torrance, California 90503

(signature on file)
Ric Chetter
4745 Poplar Ave Ste 100B
Memphis, Tennessee 38117

(signature on file)
Dianna Fryer
4745 Poplar Ave Ste 100B
Memphis, Tennessee 38117

(signature on file)
Rob Agnello
1924 Marjorie Rd
Grand Island, New York 14072

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, John Doe, agree to be the registered agent for The Foundation for a Sound Solution as appointed herein.

(signature on file)
Jeffrey E Totten, Registered Agent

Date: February 2, 2015