

SEMM Foundation

Exhibit 10

SEMM Foundation was incorporated as a non-profit organization on April 8, 2013 in the State of Ohio. Relative to **Section III, 1a**, prior to our incorporation as a non-profit, the company began its operations in April, 2010 and immediately developed, and continues to maintain a strong community presence. Our organization has been physically headquartered, has had a campus and 100 percent of our Board Members reside within 16.1 kilometers or 10 miles of the proposed studio and proposed antenna site.

Our **community presence** and commitment can be evidenced by our creation and implementation of a program in September 2010 (Our Give Back and Pay Forward Music Arts Initiative) to provide free private music lessons to needy and talented Columbus City School children. Without any funding in the form of grants or donations, free private music lessons have been provided to over 200 students from more than 13 separate schools, with each student receiving 3 months or 12 individual, weekly 1/2 hour lessons. Please refer to the attached local This Week News article (**Exhibit 3**) and Columbus City Schools Promo (**Exhibit 4**).

SEMM Foundation provides private and group instrumental and vocal music lessons to students of all ages in Columbus and Central Ohio. Our Academy has become a leading private pre-collegiate music school specializing in high quality music education and professional music performance. We offer a variety of programs to all students, in all disciplines of music, for all ages, levels and styles of music.

Our multilingual faculty of degreed and professional instructors with national and international credentials, are committed to helping students grow and experience the joy and pleasure of music, music production and performance. To meet the cultural and linguistic demands of the students, in addition to English, the Academy's teachers can converse with students in Spanish, French and German.

Through the use of radio, community cultural and social events and services, as well as music education in the form of recitals and other student produced concerts and similar programming will be offered if SEMM Foundation is successful in its quest to receive a station license. In support of this and related **Section III, 2 and 4**, we've offered a sample proposed programming schedule in the form of **Exhibit 5** as an attachment to our application.

We strive to help young musicians learn to express their curiosity, creativity, and unique musical voices. Our faculty, in addition to being accomplished performers and composers, are musicians and educators dedicated to the art of teaching. Through classes in music theory and history, ear training, composition, improvisation and performance skills, as well as through intense coaching in private and small ensemble environments, we help introduce and guide our students through a rich musical community that can become a home for them throughout their lives.

We are proud of our team of world class music educators that call our music academy their home. Their commitment and dedication towards teaching is instrumentally responsible for our academy becoming known as a prestigious music school offering the finest music education to communities in the Greater Central Ohio area.

Our Academy has dedicated itself to the development of young musicians through an intense and advanced study curriculum with committed and accomplished instructors and guest artists. Our culture makes us unique. We pride ourselves in providing a training and learning environment that goes beyond teaching the fundamentals by creating a sound music foundation and substantially more.

Our curriculum and teaching methods have been developed to meet the individual needs, abilities, interests and goals of each student and include music theory, history, fundamentals, real world examples and performance opportunities. Our fundamental mission is to provide high standards of music education to all students, in all instruments, at all levels, ages and styles of music.

Our principle objective is to preserve the cultural art of music, music education and music performance by teaching future generations of musicians and those that appreciate it, the wonderful art of music!

201329401462

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/22/2013	201329401462	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

RONALD JOHNSON
22 WESTERVILLE SQUARE #208
WESTERVILLE, OH 43081

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2189502

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SAX ENTERTAINMENT MUSIC AND MEDIA FOUNDATION

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

201329401462

Effective Date: 10/18/2013



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 22nd day of October, A.D. 2013.

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
SAX ENTERTAINMENT MUSIC AND MEDIA FOUNDATION**

The undersigned, desiring to form a nonprofit corporation under Chapter 1702 of the Ohio Revised Code, does hereby certify:

WHEREAS, the Incorporator filed the original Articles of Incorporation with the Ohio Secretary of State on April 8, 2013, and Incorporator hereby amends and restates the original Articles of Incorporation as follows:

FIRST: The name of the Corporation shall be SAX ENTERTAINMENT MUSIC AND MEDIA FOUNDATION, d.b.a. (SEMM FOUNDATION), hereinafter referred to as "Corporation".

SECOND: The place in Ohio where the principal office of the Corporation is to be located in the City of Columbus, Franklin County, Ohio.

THIRD: The purposes for which the Corporation is formed are exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"), including the promotion of education through the medium and techniques of radio broadcasting and musical training & education. In furtherance of this purpose, the Corporation may develop, produce and provide programming to broadcast stations including radio, cable and television and operate a noncommercial FM radio station to provide radio broadcasting, support and educational information to the community and the support of musicians, events, music education, rehearsals, recordings, and the music that has been overlooked or under represented by other radio medium.

The Corporation may cooperate with other non-profit organizations, governments, public agencies, public and private educational organizations in furtherance of these purposes. The promotion of education may be accomplished in conjunction with activities that are related to music, sports, entertainment, broadcasting, news coverage and public affairs.

The Corporation requires this paragraph and the following three radio station ownership governing paragraphs be maintained in perpetuity within the governing documents. Further, the Corporation requires this Corporation to meet and maintain all FCC rules regarding LPFM ownership, and that this Corporation, as licensee of a LPFM station will take the immediate steps necessary to remain in compliance with all FCC rules for LPFM ownership.

The Corporation will seek to own a radio broadcast station, which will produce and provide programming 24 hours a day, 7 days a week produced by this Corporation. We commit to no less than 8 hours of original programming produced 7 days a week. Further, this Corporation will be involved in the production and dispersion of educational and religious media, and the transaction of any or all lawful business for which may be conducted by such enterprise.

The Corporation will provide a publicly accessible main studio, and corporate headquarters, with local program origination capability, staffed with volunteers working 20 or more hours per week between 7 a.m. – 10 p.m. (at a minimum), and within 10 miles of the proposed transmitting antenna site.

The Corporation will require 75% of the total board membership (directors) to be held by members that reside within 10 miles of the proposed transmitting antenna site.

FOURTH: The Corporation is formed exclusively for purposes for which a corporation may be formed under the Ohio Nonprofit Corporation Law and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons or organizations, 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 THIRD hereof. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any and or all of the purposes for which the Corporation is organized, and to aid or assist other corporations whose activities are such as to further, accomplish, foster or attain any such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent provided in Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax as an organization described in Code Section 501(c)(3); or (b) by a corporation, contributions to which are deductible under Code Sections 170(c), 2055(a) and 2522(a).

FIFTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute the assets of the

Corporation exclusively for one or more exempt purposes within the meaning of Code Section 501(c)(3), or to the federal government or a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes, as said Court shall determine to best accomplish the exempt purposes of the Corporation.

SIXTH: The names and addresses of the natural persons who are to serve as the initial Trustees of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Ronald D. Johnson	22 Westerville Square, #208 Westerville, Ohio 43081
Philip D. Raney	4913 Pear Tree Court Gahanna, Ohio 43230
Lawrence Winkfield	400 Sweetgum Way Westerville, Ohio 43081

SEVENTH: These Articles of Incorporation may be amended from time to time, in whole or in part, by a two-thirds (2/3) majority vote of the whole number of Trustees.

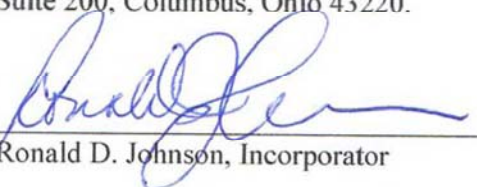
IN WITNESS WHEREOF, I have hereunto subscribed my name this 18TH day of OCTOBER, 2013.



Ronald D. Johnson, Incorporator

ORIGINAL APPOINTMENT OF STATUTORY AGENT

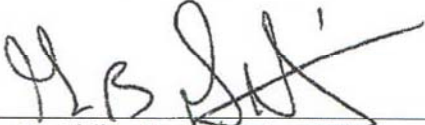
THE UNDERSIGNED, being the incorporator of Sax Entertainment Music and Media Foundation, hereby appoint Gary B. Gitlitz to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served. The complete address of the statutory agent is: 5003 Horizons Drive, Suite 200, Columbus, Ohio 43220.



Ronald D. Johnson, Incorporator

ACCEPTANCE OF APPOINTMENT

THE UNDERSIGNED, Gary B. Gitlitz, named herein as the statutory agent for Sax Entertainment Music and Media Foundation, hereby acknowledges and accepts the appointment as statutory agent for said Corporation.



Gary B. Gitlitz, Statutory Agent

BOARD RESOLUTION
SAX ENTERTAINMENT MUSIC AND MEDIA FOUNDATION

At the meeting of the Board of Directors of Sax Entertainment Music and Media Foundation on October 18, 2013, the following resolution was proposed and approved by the board:

Resolved:

WHEREAS it is the mission of the Sax Entertainment Music and Media Foundation is to provide music and related education and services, as well as the ownership and operation of an LPFM Radio Station;

WHEREAS articles of incorporation need to be restated to include additional language to support the mission of Sax Entertainment Music and Media Foundation;

That the Sax Entertainment Music and Media Foundation Board is in full support of restating the articles of incorporation for the purpose of the ownership and operation of an LPFM Radio Station.

FURTHER RESOLVED, that the President of the Board of Directors is hereby authorized to certify these resolutions and to take such other action as he deems necessary or appropriate to carry out the intent of the foregoing resolutions.

IN WITNESS WHEREOF, the Board of Directors of Sax Entertainment Music and Media Foundation has adopted the above resolution by two-thirds vote of its members this 18TH day of OCTOBER 2013.

Signed:



Ronald D. Johnson, President



5340.1.44.13716 1 oz.
LAWRENCE F WINKFIELD
400 SWEETGUM WAY
WESTERVILLE OH 43081-1792



Dear LAWRENCE F WINKFIELD:

03/07/10

You're a valued Sallie Mae customer, and protecting your privacy is a top priority for us. To assure you of our commitment to safeguarding your personal information, please take a look at your enclosed copy of our Privacy Principles and Practices.

This document outlines our policies for collecting, sharing and protecting personal information, as well as your rights concerning the sharing of that information. You can also check them out online at <http://www.SallieMae.com/about/privacy.html>.

Keeping your personal information safe is just the beginning. Sallie Mae is proud to provide all our customers with:

-Variety

Choose from a selection of loan programs specially designed to meet your educational needs. You name it, we've got it: undergrad, grad, federal and even private. Visit our Web site to see what's best for you.

-Convenience

Manage your loans when it's convenient for you! Our online account management service lets you make payments or change the way you do so, see what repayment options you may be eligible for, review your payment history, get loan details, send email, and much more. Simply create or log into your online account at www.SallieMae.com to get started!

-FREE Money!

You could win up to \$25,000 in student loan payoffs!* Sign up or log into your Sallie Mae online account to enter to win up to \$25,000 in student loan relief.* Drawings are held monthly. Sallie Mae has given away over \$1 million to the winning borrowers. This month it could be you!

Earn two entries by going paperless! Join the 2 million Sallie Mae customers already enjoying this convenient service. Sign up today!

Sallie Mae is here to provide you with lifetime guidance in choosing and managing your student loans, and we appreciate the opportunity to serve you.

Sincerely,
Sallie Mae Customer Service

*No purchase necessary. Void where prohibited. For a complete set of sweepstakes rules, please visit us at www.SallieMae.com/giveaway.



Central Ohio Federation of Musicians

1585 Bethel Road, Suite 100, Columbus, OH 43220
(614)457-6371 FAX (614)457-6372 E-Mail afmlocal103@yahoo.com

- RECEIPT -

Philip D Raney
4913 Pear Tree Court
Columbus, OH 43230-1039

Receipt Nbr: 3967
Receipt Date: 2/28/2011
Print Date: 2/28/2011

05/S3S/2010/4/02071 /290101,
MUSIC & ARTS CENTER INC
4626 WEDGEWOOD BLVD
FREDERICK MD 21703



Hasler

016H26517564

\$00.44⁰

01/18/2011

Mailed From 21703
US POSTAGE

IMPORTANT YEAR-END TAX INFORMATION ENCLOSED

RONALD JOHNSON
7846 CRAWFORD FARMS
BLACKLICK, OH 43004

CO. FILE DEPT. CLOCK NUMBER 052
S3S 005880 290101 0024899215 1

MUSIC & ARTS CENTER
4626 WEDGEWOOD BLVD
FREDERICK, MD 21703

Taxable Marital Status: Single
Exemptions/Allowances:
Federal: 0
OH: 0

Earnings Statement



Period Beginning: 02/01/2011
Period Ending: 02/28/2011
Pay Date: 03/15/2011

RONALD JOHNSON
7846 CRAWFORD FARMS
BLACKLICK, OH 43004