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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
of*



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 21, 2005

Messiah Choral Society, Inc.
P.O. Box 3496
Winter Park, FL 32790-3496

SUBJECT: MESSIAH CHORAL SOCIETY, INC.
Ref. Number: 734503

We have received your document for MESSIAH CHORAL SOCIETY, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 905A00068580

*Hi - thanks for helping
us out with this.
We do want a certified
copy. Our check for
\$ 43.75 is enclosed.
Thanks again -
RBJ*

Messiah Choral Society, Inc.
Amendments to Articles of Incorporation
2005

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STATE OF FLORIDA
TALLAHASSEE

Pursuant to Section 617.0202 (1) of the Florida Statutes, the Amended and Restated Articles of Incorporation filed on April 2, 1986, and the Amendments to them filed on April 12, 1993, of Messiah Choral Society, Inc. are hereby further amended by a 2/3 majority of the Members of the Board of Directors, as specified in the current Articles of Incorporation, at a meeting held on October 15, 2005. These additional Amendments are as follows:

Article 3 of the Amended and Restated Articles of Incorporation filed on April 2, 1986, is amended to read as follows:

The organizational purpose of the Messiah Choral Society is twofold: 1) provide an opportunity for community members, without audition, to learn and perform Handel's *Messiah*; and 2) provide a formal performance of Handel's *Messiah* for the community by endeavoring to cover all expenses associated with the performance.

The Society exists solely as an autonomous cultural entity exclusively dedicated to the performance of Handel's *Messiah* as an acknowledged classical music masterpiece.

Furthermore, the purpose of the Corporation shall be to engage in any lawful business necessary to carry out its mission. In doing so, the Corporation shall not borrow money and shall not engage in making loans.

Notwithstanding any other provisions 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Messiah Choral Society, Inc., shall not be affiliated with any governmental, educational, or religious entity.

Article 4 of the Amended and Restated Articles of Incorporation filed on April 2, 1986, is amended to read as follows:

The Members of the Corporation shall be those persons who shall from time to time constitute the Board of Directors and other persons as specified in the Bylaws.

The Amendment filed on April 12, 1993, to Article 6 of the Amended and Restated Articles of Incorporation filed on April 2, 1986, is amended whereby the first paragraph is replaced with the following:

The affairs of the Corporation shall be managed by the Board of Directors.

Article 8 of the Amended and Restated Articles of Incorporation filed on April 2, 1986, is amended to read as follows:

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TALLAHASSEE

The Bylaws of the Corporation are to be made, altered, or rescinded as specified in the Bylaws. Likewise, Members of the Board of Directors are elected as specified in the Bylaws.

Article 9 of the Amended and Restated Articles of Incorporation filed on April 2, 1986, is amended to read as follows:

The Articles of Incorporation of this Corporation may be amended or restated only by an affirmative two-thirds majority of the voting Membership of the Corporation at any regular or special meeting, provided that notice of such a meeting shall have contained a copy of the proposed changes and shall have been posted conspicuously no fewer than 15 days nor longer than 90 days prior to the meeting and that verbal announcement of the meeting also is made within that time frame.

The Amendment filed on April 12, 1993, to Article 10 of the Amended and Restated Articles of Incorporation filed on April 2, 1986, is amended by adding the following:

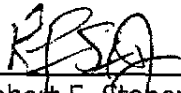
The mailing address of Messiah Choral Society, Inc., is P.O. Box 3496, Winter Park, Florida 32790-3496.

Article 12 of the Amended and Restated Articles of Incorporation filed on April 2, 1986, is amended to read as follows:

In the event of dissolution of the Corporation, all remaining assets shall be distributed to another 501 (c) (3) not-for-profit corporation serving the metropolitan Orlando area that is engaged in activity that includes musical arts. The Board of Directors by majority vote at an official meeting shall determine which successor corporation shall receive these assets.


In all other respects, the Amended and Restated Articles of Incorporation filed on April 2, 1986, and the Amendments to them filed on April 12, 1993, shall remain as they were prior to the adoption of these current Amendments.

IN WITNESS WHEREOF, these Amendments are executed and attested to by its President, as authorized by Letter of Intent signed by all of the Members of the Board of Directors, and the Corporate Seal of Messiah Choral Society, Inc. is hereto affixed, on October 15, 2005.



Robert F. Stohrock, Jr.
President

ATTESTER:




Melissa Weisman
Secretary

**WRITTEN STATEMENT MANIFESTING INTENTION TO
AMEND ARTICLES OF INCORPORATION OF
MESSIAH CHORAL SOCIETY, INC.**


We, the undersigned, being all of the Members of the Board of Directors of Messiah Choral Society, Inc., a not-for-profit corporation organized and existing under the Laws of the State of Florida, do hereby manifest our intention to amend the Articles of Incorporation of Messiah Choral Society, Inc. One of three originals of these Amendments is hereto attached. We do hereby sign this instrument for the purpose of signifying in writing our intention for these amendments to be made pursuant to Section 607.181 (3) of the Florida Statutes.

IN WITNESS WHEREOF, we, the undersigned, constituting and being all of the Members of the Board of Directors of MESSIAH CHORAL SOCIETY, INC., do hereby sign this Written Statement manifesting our intention to amend the Articles of Incorporation of the said Corporation, pursuant to the provisions of the aforesaid Section 607.181 (3) of the Florida Statutes, all as of this 15th day of October, 2005.


MEMBERS OF THE BOARD OF DIRECTORS:



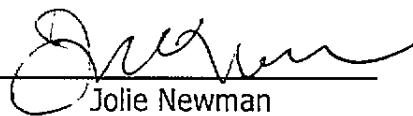
Robert F. Stonerock, Jr.
President



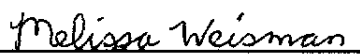
Jean Gray
Director



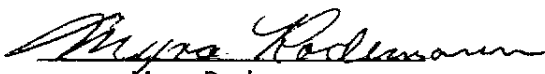
Jenna Barta
Vice President



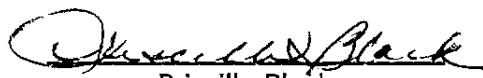
Jolie Newman
Director



Melissa Weisman
Secretary



Myra Rodemann
Soprano Section Leader



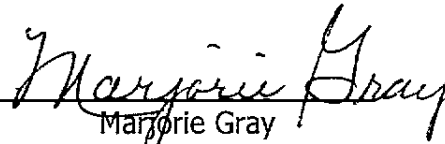
Priscilla Black
Treasurer



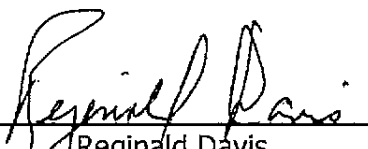
Linda Dunn
Alto Section Leader



Agnese Bartlett
Director



Marjorie Gray
Tenor Section Leader



Reginald Davis
Bass Section Leader