

No 2000003064

TRANSMITTAL LETTER

FILED
02 APR 22 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FLORIDA CELLO CLUB, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900005314409--4
-04/22/02--01098--001
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joel S. Glaser MD
Name (Printed or typed)

4131 CRAWFORD AVE.
Address

MIAMI FL 33133-6160
City, State & Zip

(305) 661-3147
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

QB 4/25 ✓

ARTICLES OF INCORPORATION OF
FLORIDA CELLO CLUB, INC.

A Florida Corporation Not for Profit

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The undersigned incorporator hereby files these Articles of Incorporation to form a non-profit, perpetually existing corporation not-for-profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name

The name of this corporation shall be Florida Cello Club, Inc.

ARTICLE II

Principal Office

The mailing address of this corporation shall be 7007 Loch Isle Drive South, Miami Lakes, Florida 33014, or at any other location within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE III

Purposes

Section 1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be:
to provide a common meeting ground for cello performers, both professional and amateur, both students and teachers of the instrument;

to perpetuate the love and ability of performance on said instrument, and to perpetuate listening to fine cello music;

to provide scholarship funds for the study of and development of the cello;

to act as a central directory for information about cello activities, including local, state, national and international;

to collect and collate and organize a library of music and other musical artifacts and manuscripts, especially in connection with cello and cello literature;

to develop and assist, for educational purposes, either directly or by contributions to, other organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

ARTICLE IV

Manner of Election

The initial five Directors (5) were appointed by the Incorporator. Subsequent Directors and Officers will be elected or appointed by the existing Board, as stated in the bylaws.

ARTICLE V

Initial Directors/Officers

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Ross Harbaugh, President	10645 SW 72 nd Court Miami, FL 33156
Jo Ann S. Atwood, Vice President	7007 Loch Isle Drive South Miami Lakes, FL 33014
Melissa Kraut, Secretary	14962 Hartford Run Drive Orlando, FL 32828
Joel Glaser, Treasurer	4121 Crawford Avenue Coconut Grove, FL 33133
Lowell Adams	1509 Park Lane West Tampa, FL 33603
Lubomir Georgiev	2210 Mendoza Avenue Tallahassee, FL 32304
Lorraine Hawkins	2063 Ellery Street Port Charlotte, FL 33952
Claudio Jaffe	7162 Saratoga Waters Way Lake Worth, FL 33467
Scott Kluksdahl	5702 North Branch Avenue Tampa FL 33604
Keith Robinson	10840 SW 153 rd Court Miami, FL 33196
Tom Silliman, Jr.	1430 Norbert Road NE Palm Bay, FL 32907

Section 3. The number of Directors of the Corporation shall be not less than five. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the bylaws.

ARTICLE VI
Initial Registered Agent and Street Address

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Section 1. The street address of the registered office of this Corporation is 7007 Loch Isle Drive South, Miami Lakes, FL 33014.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Jo Ann S. Atwood.

ARTICLE VII
Incorporator

The name and address of the incorporator of this corporation is:

Jo Ann S. Atwood
7007 Loch Isle Drive South
Miami Lakes, Florida 33014

ARTICLE VIII
Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IX
Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Code or by an organization, contributions to which are deductible by the donor, under Section 170 (c) (2) of the Code.

Section 4. The Corporation shall not invest or conduct other activities that would cause the Corporation to become a "private foundation," as such term is defined in Section 509 of the Code.

ARTICLE X
Dissolution

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Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code or to the government of the United States, the state of Florida or any city or County within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE XI
Non-Stock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

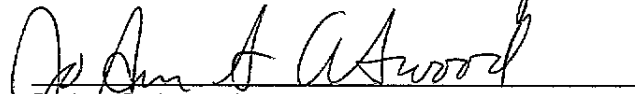
ARTICLE XII
Bylaws

The power to adopt, alter, amend or repeat bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE XIII
Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under section 501 (c) (3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's Assets.

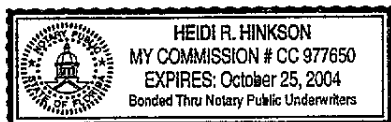
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17th day of April 2002



Ann S. Atwood
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, Ann S. Atwood duly authorized to take acknowledgments and administer oaths in the State and County aforesaid, personally appeared Ann S. Atwood, who is personally known to me or who has produced _____ as identification and who acknowledged before me that she executed these Articles of Incorporation.





Notary Public

My Commission Expires:


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT FLORIDA CELLO CLUB, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 7007 LOCH ISLE DRIVE SOUTH, MIAMI LAKES, FLORIDA 33014, HAS NAMED JO ANN S. ATWOOD, OF 7007 LOCH ISLE DRIVE SOUTH, MIAMI LAKES, FLORIDA 33014, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


JO ANN S. ATWOOD

DATED:

April 7, 2002