

N 04000001030

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000021449 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, R.A.
Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 229-6553

FILED
JAN 29 AM 9:08
STATE OF FLORIDA
TALLAHASSEE

JFM 01-7982

FLORIDA NON-PROFIT CORPORATION

Largo Band of Gold Alumni Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

(((H04000021449 3)))

**ARTICLES OF INCORPORATION
OF
LARGO BAND OF GOLD ALUMNI ASSOCIATION, INC.**

The undersigned incorporator hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

LARGO BAND OF GOLD ALUMNI ASSOCIATION, INC.

FILED
04 JAN 29 AM 9:08
STATE OF FLORIDA

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be:

101 E. Kennedy Boulevard, Suite 2700
Tampa, Florida 33602

ARTICLE III

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable, educational, literary, and scientific purposes, including but not limited to the support and promotion of musical education, arts and culture, and for such other purposes for which an organization may be organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"). The corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article III to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code.

(((H04000021449 3)))

(((H04000021449 3)))

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable or educational purposes directly or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of any Director or Officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or Officer of this corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations that then would qualify for exemption from federal income taxation under Section 501(c)(3) of the Code and the regulations issued thereunder, and no Director or Officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE IV

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary and scientific purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status;

(((H04000021449 3)))

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);

(3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or

(4) Make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE V

Members

The membership of the corporation shall consist of all natural persons who (a) were members of the Largo High School Band of Gold, Largo Community Band of Gold, or Golden Strings Symphony Orchestra, during the calendar years 1968 through 1980, and (b) served in any of the foregoing youth musical organizations under the direction of Mr. Robert R. Cotter, during his tenure as director of such youth musical organizations, and (c) are enrolled on the membership records of the corporation as a member in good standing by the filing of an application for membership, payment of all fees, and compliance with all such other requirements for membership in good standing in the corporation as may be determined from time to time by the Board of Directors. Voting rights of members of the corporation shall be governed by the Article of the By-Laws of the corporation.

(((H04000021449 3)))

ARTICLE VI

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII

Registered Agent and Registered Office

The initial registered agent of this corporation shall be **David R. Brittain, Esq.**, and the initial registered office of this corporation shall be 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII

Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David R. Brittain, Esq.	101 E. Kennedy Boulevard, Suite 2700 Tampa, Florida 33602

ARTICLE IX

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors. The initial Board of Directors shall be as set forth below. Each Board of Directors subsequent to the initial one shall be elected as provided in the by-laws, and by officers who shall be appointed by the Board of Directors. The officers to be appointed in such fashion shall be a president, a secretary, and a treasurer, and such other officers as may be provided for in the by-laws of

(((H04000021449 3)))

(((H04000021449 3)))

this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three (3) and not more than twelve (12). A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or outside of State of Florida.

The names of the initial Board of Directors who shall serve until the date of the first election of Directors as provided in the By-Laws shall be as follows:

Name	Address
Karen Cotter Roughton	c/o 1240 Green Fern Drive Greenville, SC 29611
Evelyn Rose	c/o 175 Red Rock Way K212 San Francisco, CA 94131
Julie Howdeshell Lynch	c/o RR 19 Box 1273 Lake City, FL 32025
Brent Avera	c/o 1419 Southeast 43rd Terrace Cape Coral, FL 33904
Richard Crosby	c/o Eastern Kentucky University 521 Lancaster Avenue Richmond, KY 40475
Neil Mayhew	c/o 1903 Sky Drive Clearwater, FL 33755
Kevin McConn	c/o 8752 Goshen Lane Port Richey, FL 34668

(((H04000021449 3)))

Jeff Navon

c/o Thomson
2 Independence Way, Suite 2
Princeton, NJ 08540

ARTICLE X

By-Laws

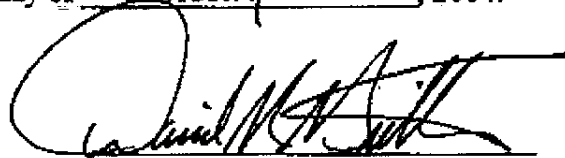
The by-laws of this corporation may be made, altered, amended, or repealed and new by-laws may be adopted from time to time by a majority vote of the Directors of this corporation.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the directors present at such meeting.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 29th day of January, 2004.



David R. Brittain, Incorporator

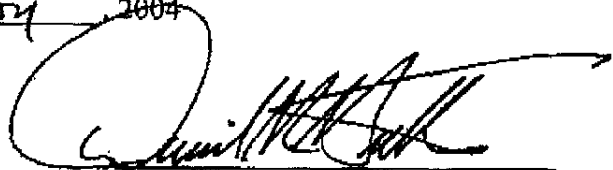
(((H04000021449 3)))

(((H04000021449 3)))

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

David R. Brittain, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 29th day of January, 2004



DAVID R. BRITTAIN

STATE
TALLAHASSEE, FLORIDA

04 JAN 29 AM 9:09

FILED

(((H04000021449 3)))