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04 APR -5 PM 4:45
SEALERS STATE
TALLAHASSEE FLORIDA

Bulley

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

April 13, 2004

Secretary of State
Division of Corporations
Attn: Personal and Confidential, Doris Brown
P.O. Box 6327
Tallahassee, FL 32314

RE: INTERNATIONAL PLANO SEMINARS, INC

Ms. Brown:

Pursuant to our conversation, enclosed is a check in the amount of \$35.00 to cover the remaining costs for filing, designating a registered agent, and receiving a certified copy of the *Articles of Incorporation*.

Including the previous check in the amount of \$43.75, \$78.75 is the total amount from our office representing the following:

| | |
|---|---------|
| Filing Fee | \$35.00 |
| Certificate Designating Registered Agent | \$35.00 |
| Certified Copy of Articles of Incorporation | \$8.75. |

After filing the original *Articles of Incorporation*, please certify the enclosed copy and return the same to this office at the address listed above. Thank you so much for your assistance in this matter.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: Christy L. Chaffin
Christy L. Chaffin, Legal Assistant

FILED
04 APR -5 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
INTERNATIONAL PIANO SEMINARS, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE ONE. NAME

The name of this corporation is International Piano Seminars, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of high level piano studies, and for other charitable purposes, and by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. TRUSTEES AS MEMBERSHIP

a) **Trustees as Membership.** The sole class of membership of this corporation shall be its trustees. The Trustees may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Larry Crook
111 N.W. 23rd Drive
Gainesville FL 32607

Kathryn E. Reed
2140 N.W. 7th Lane
Gainesville FL 32603

Boaz Sharon
2140 N.W. 7th Lane
Gainesville FL 32603

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 2140 N. W. 7th Lane, Gainesville FL 32603. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Boaz Sharon, 2140 N. W. 7th Lane, Gainesville FL 32603. The principal address is the same as the registered office.

ARTICLE EIGHT. BOARD OF TRUSTEES.

The number of trustees shall not be less than 3 nor more than 7. The first trustees of the Corporation are:

Larry Crook
111 N.W. 23rd Drive
Gainesville FL 32607

Kathryn E. Reed
2140 N.W. 7th Lane
Gainesville FL 32603

Boaz Sharon
2140 N.W. 7th Lane
Gainesville FL 32603

The trustees named herein as the first board of trustees shall hold office until the first meeting of the board of trustees to be held on April 20, 2004, or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of trustees shall be held. Annual meetings of the board of trustees shall be held prior to May 1st of each year at the principal office of the corporation or at such other place or places as the board of trustees may designate from time to time.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

Larry Crook
111 N.W. 23rd Drive
Gainesville FL 32607

Kathryn E. Reed
2140 N.W. 7th Lane
Gainesville FL 32603

Boaz Sharon
2140 N.W. 7th Lane
Gainesville FL 32603

Corporate Officers. The board of trustees shall elect the following officers: chairman, vice-chairman, president, and secretary/treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

| | <u>Office</u> |
|-----------------|---------------|
| Boaz Sharon | President |
| Kathryn E. Reed | Secretary |
| Kathryn E. Reed | Treasurer |

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.


(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.


(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on April 2, 2004.



LARRY CROOK


BOAZ SHARON



KATHRYN E. REED


STATE OF FLORIDA
COUNTY OF ALACHUA

On this 2 day of April, 2004, personally appeared before me, LARRY CROOK, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



Connie Jerrell
MY COMMISSION # CC944782 EXPIRES
June 13, 2004
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State at Large
My Commission Expires:
BONDED THRU TROY FAIR INSURANCE, INC.
MY COMMISSION # DD072191 EXPIRES
March 4, 2004
Bruce Brasher

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 31st day of March, 2004, personally appeared before me, KATHRYN E. REED, and acknowledged that she executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.


Notary Public, State at Large
My Commission Expires:

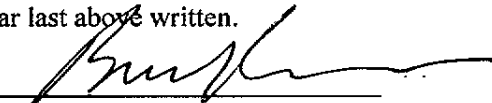
STATE OF FLORIDA
COUNTY OF ALACHUA



Bruce Brashear
MY COMMISSION # DD092191 EXPIRES
March 4, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

On this 31st day of March, 2004, personally appeared before me, BOAZ SHARON,
and acknowledged that he executed the foregoing instrument for the purposes expressed therein.


Witness my hand and seal the day and year last above written.


Notary Public, State at Large
My Commission Expires:
MY COMMISSION # DD092191 EXPIRES
March 4, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of INTERNATIONAL
PIANO SEMINARS, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 31 day of March, 2004.


BOAZ SHARON
Registered Agent

FILED
04 APR -5 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA