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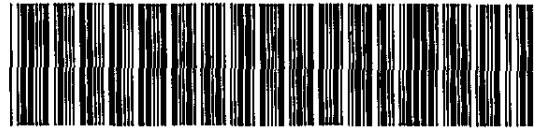
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SECRETARY OF STATE
TALLahassee, FLORIDA

06 MAR 27 11:09 AM
DIVISION OF CORPORATIONS

3-28-06
C

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*The Leadership & Music
Conservatory of P. Della
Camp, Inc.*

- Art of Inc. File _____
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**ARTICLES OF INCORPORATION
OF
THE LEADERSHIP & MUSIC CONSERVATORY OF PINELLAS COUNTY, INC.
(A Corporation Not for Profit)**

FILED
2006 MAR 23 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE 1: NAME AND LOCATION

The name of the corporation shall be **THE LEADERSHIP & MUSIC CONSERVATORY OF PINELLAS COUNTY, INC.** (hereinafter referred to as the "**Corporation**"), and its initial office for the transaction of its affairs shall be 344 Cascade Lane, Palm Harbor, Florida 34684.

ARTICLE 2: PURPOSES

The Corporation is organized for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE 3: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 4: INCORPORATOR

The name and mailing address of the Incorporator to these Articles of Incorporation is the following:

Jeff Hochberg
344 Cascade Lane
Palm Harbor, Florida 34684

ARTICLE 5: MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than two (2) and no more than (ten) 10 individuals, the precise number to be fixed in the By-laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the directors at the annual directors meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-laws, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, Secretary and Treasurer of the Corporation, and such other officers as may, in the opinion of the Board, from time to time to be necessary to adequately administer the affairs of the Corporation. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Any individual may hold two (2) or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-laws or the Corporation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-laws of the Corporation.

ARTICLE 6: INITIAL OFFICERS

The names and mailing address of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-laws are the following:

<u>Title</u>	<u>Name</u>	<u>Mailing Address</u>
President	Jeff Hochberg	344 Cascade Lane Palm Harbor, FL 34684
Secretary	Debbie DeArmas	2840 Valencia Lane W. Palm Harbor, FL 34684-3939

ARTICLE 7: INITIAL BOARD OF DIRECTORS

The names and mailing address of the initial Board of Directors who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-laws are the following:

<u>Name</u>	<u>Mailing Address</u>
Jeff Hochberg	344 Cascade Lane Palm Harbor, Fl 34684
Debbie DeArmas	2840 Valencia Lane W. Palm Harbor, Fl 34684-3939
Mike Nettler	1043 Hunters Place Oldsmar, Fl 34677
Kevin Ford	416 Ventura Drive Oldsmar, Fl 34677

ARTICLE 8: BY-LAWS

The By-laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article 7 above, at the organizational meeting of the Board. Thereafter the By-laws may be altered, amended, or rescinded only upon the unanimous vote of the members.

ARTICLE 9: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and the amendment shall be adopted by a vote of the majority of directors.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of directors. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the directors entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the unanimous vote of all directors entitled to vote thereon.

Any number of amendments may be submitted to the directors and voted upon by them at one meeting.

ARTICLE 10: REGISTERED OFFICE AND AGENT

Pursuant to Section 49.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Corporation is:

Jeff Hochberg
344 Cascade Lane
Palm Harbor, Florida 34684

ARTICLE 11: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed or shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 24th day of March 2006.

Jeff A. Hochberg
Jeff Hochberg
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24 day of March 2006, by **JEFF HOCHBERG**, who is personally known to me or has produced a Florida driver's license as identification.

Barbara A. Rodak
NOTARY PUBLIC, STATE OF FLORIDA
Print: Barbara A. Rodak

My Commission Expires:

