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FLORIDA PROFIT/NON PROFIT CORPORATION

Highlands County Concert Band, Inc.

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**ARTICLES OF INCORPORATION
OF
HIGHLANDS COUNTY CONCERT BAND, INC.
(a Florida Not For Profit Corporation)**

The undersigned person, acting as incorporator of a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617, Florida Statutes:

**SECTION ONE
NAME AND ADDRESS**

The name of the corporation is **HIGHLANDS COUNTY CONCERT BAND, INC.**; the business and mailing address of the corporation is 1572 Dena Circle, Wauchula, FL 33873.

**SECTION TWO
SPECIFIC AND GENERAL PURPOSES
CORPORATE POWERS**

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to form an all volunteer musical group which provides concert band music to the community free of charge, and for other charitable, religious, educational, and scientific purposes under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

(1) The specific and primary purposes for which this corporation is formed are to form a volunteer music group to provide concert band music to the community free of charge.

(2) The general purpose for which this corporation is formed is to operate for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code, and to perform all other acts allowed by law.

(3) 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.

(4) The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be

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distributable to its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Section 2 hereof.

(b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or by a corporation organized under Florida Statute Chapter 617.

SECTION THREE

DURATION

The corporation shall have perpetual duration.

SECTION FOUR

MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. Membership shall be open to all persons who are interested in and have the necessary musical ability for furthering the charitable purposes of this corporation as set forth in Section Two. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, honorary, sustaining and lifetime membership, and establish membership fees therefor.

SECTION FIVE

REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 1572 Dena Circle, Wauchula, FL 33873. The name of the registered agent at such address is Wendy Guzman.

SECTION SIX

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be four; provided, however, that such number may be changed by a Bylaw duly adopted pursuant to the Bylaws of this corporation. The Board of Directors shall be elected at the annual membership meeting, by a show of hands of the membership. The directors named in this certificate of incorporation as the first Board of Directors shall hold office for a term of one year or until their successors are elected. Annual meetings shall be held at the principal office of the corporation, or such other place or places as the Board of Directors may designate from time to time.

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Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall describe the action taken, contain the signature of each director or directors, 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 written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

SECTION SEVEN INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Name and Address

Mary Lou Flora, 2138 Banyan Way, Sebring, FL 33872

Steve Newell, 2130 Dog Leg Dr., Sebring, FL 33872

Marti Wandelt, 2130 Dog Leg Dr., Sebring, FL 33872

Wendy Guzman, 1572 Dena Cir., Wauchula, FL 33873

SECTION EIGHT ADOPTION AND MODIFICATION OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. Subject to the limitations contained in the Bylaws and any limitations set forth in the laws of the State of Florida, the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

SECTION NINE DEDICATION OF PROPERTY

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

SECTION TEN ACCEPTANCE OF GIFTS

The Board of Directors may from time to time on behalf of the corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income of such gifts and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the corporation as the Board of Directors may determine.

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SECTION ELEVEN
DISTRIBUTION ON DISSOLUTION

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 that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. Section 501 (c)(3), or corresponding provisions of any subsequent federal tax laws, 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 of shall be disposed of by a court of competent jurisdiction in 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.

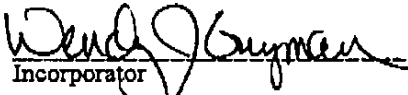
SECTION TWELVE
AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of proposed amendments be furnished each member not less than ten days prior to such meeting.

SECTION THIRTEEN
INCORPORATOR

The name and address of the Incorporator is: Wendy Guzman, 1572 Dena Circle, Wauchula, FL 33873.

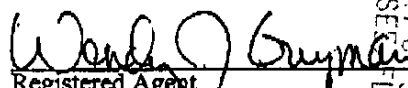
I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on August 18, 2007


Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED this 18 day of August, 2007.


Registered Agent

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