

N36869

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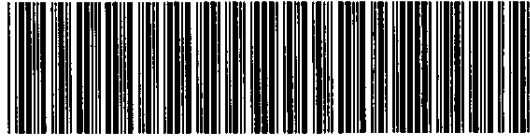
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*Amended &  
Restated*

04/27/15--01032--016 \*\*35.00

FILED  
2015 APR 27 PM 2:02  
OFFICE OF STATE  
REGISTRAR, FLORIDA

*ADR  
5/21/15*

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Port St. Lucie Community Band, Inc.

DOCUMENT NUMBER: N 36869

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathryn Wessbecher

(Name of Contact Person)

(Firm/ Company)

2051 SW Lance Avenue

(Address)

Port Saint Lucie, FL 34953

(City/ State and Zip Code)

fharris@htcplus.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathryn Wessbecher

(Name of Contact Person)

at ( 772 ) 871-2863

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 4, 2015

KATHRYN WESSBECHER  
2051 SW LANCE AVENUE  
PORT SAINT LUCIE, FL 34953

SUBJECT: PORT ST. LUCIE COMMUNITY BAND, INC.  
Ref. Number: N36869

We have received your document for PORT ST. LUCIE COMMUNITY BAND, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Bylaws are not filed with this office. Please retain them for your records.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 615A00009156

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

OF THE

**PORT ST. LUCIE COMMUNITY BAND, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED  
2015 APR 27 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation, which do not dilute the rights a members of the corporation in accordance with Article X of the corporation's original Articles of Incorporation, were approved by a vote of at least two-thirds of a quorum of members present in person at a special meeting of the members on March 5, 2014 and by a unanimous vote of the Board of Directors on February 26, 2014.

**ARTICLE I**

**NAME AND ADDRESS**

The name of this Corporation shall be: **PORT ST. LUCIE COMMUNITY BAND, INC.** (hereafter referred to as the Band). The principal office of the Corporation is located at 11995 SW Elsinore Drive, Port St. Lucie, FL 34984 and the mailing address is the same.

**ARTICLE II**

**CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III**

**CORPORATE PURPOSES**

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as may be amended, which purposes shall be to to nurture band music as an important art form; to provide an opportunity for professional and nonprofessional musicians as well as gifted younger musicians to develop their musical skills in an artistic environment; to educate the members of the Band and the general public of the need to preserve the heritage, cultivate the contemporary, and promote the future of band music; to encourage the members of the Band to accept responsibility for the improvement of the American way of life and the fellowship of humankind through music.

#### **ARTICLE IV**

##### **CORPORATE POWERS**

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

#### **ARTICLE V**

##### **MEMBERSHIP and VOTING RIGHTS**

Any person having an interest in the purposes of the Corporation shall be eligible to apply for Band membership which shall be regulated by the Bylaws of the Corporation. Each member of the Band shall have one vote.

#### **ARTICLE VI**

##### **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations not-for-profit.

The Board of Directors of the Corporation shall consist of members of the Band who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death.

#### **ARTICLE VII**

##### **MEETINGS**

Members meetings and Board of Directors meetings shall be held and conducted as stated in the By-Laws of the Corporation.

## **ARTICLE VIII**

### **AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, and approved by a vote of 2/3 of a quorum of members present in person at a regular or special meeting of the members of the corporation.

## **ARTICLE IX**

### **DISSOLUTION**

The Corporation may be dissolved only with assent given in writing and signed by two-thirds of its membership. Written notice of the proposal to dissolve, setting forth the reasons thereof and the disposition of assets shall be mailed to every member at least sixty (60) days before taking the above action.

Upon dissolution, the Board shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Code of 1986 as may be amended, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentences.

## **ARTICLE X**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Registered Office of the Corporation is 11995 SW Elsinore Drive, Port St. Lucie, FL 34984 and the name of the Registered Agent at such address is Frank Harris.

IN WITNESS WHEREOF, I have executed these amended and restated Articles of Incorporation of the **PORT ST. LUCIE COMMUNITY BAND, INC.**, on this 13 day of April, 2015.


Kathryn Wessbecher  
Kathryn Wessbecher,  
President of the Board of Directors  
Port St. Lucie Community Band, Inc.

STATE OF FLORIDA  
ST. LUCIE COUNTY

The foregoing instrument was acknowledged before me this 13 day of April, 2015, by Kathryn Wessbecher as President of the Board of the **PORT ST. LUCIE COMMUNITY BAND, INC.**, a Florida corporation not-for-profit, who is personally known to me, or who has produced Florida Driver License as identification.

[Signature]  
Signature of Notary Public

Notary Stamp/Seal:

 **MONICA A. VOS**  
Notary Public  
State of Florida  
MY COMMISSION # EE 874624  
Expires: February 13, 2017