

N95000000620

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BIG BEND COMMUNITY ORCHESTRA ASSOCIATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

SECRETARY OF STATE
TALLAHASSEE, FL 32301

1995 FEB - 8 AM 9 34

FILED

FROM:

WILLIAM D MOORE

Name (Printed or typed)

320 W. JEFFERSON ST

Address

TALLAHASSEE FL 32301

City, State & Zip

(904) 681 3737

Daytime Telephone number

FEB 8 1995

NOTE: Please provide the original and one copy of the articles.

will
want

595A 5425

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

Article 1

Name

The name of the corporation shall be: Big Bend Community Orchestra Association, Inc.

Article 2

Principal place of business and mailing address

The principal place of business and the mailing address for the corporation shall be:

3321 Dartmoor Drive
Tallahassee, Florida 32312

Article 3

Purposes

Section 1. The exclusive purposes for which this corporation is organized are these and none other:

- (a) to organize and maintain an orchestra for the performance of chamber and symphonic music;
- (b) to offer educational opportunity and encouragement to amateur and professional musicians and student musicians to study and perform chamber and symphonic music in public concerts;
- (c) to offer free or minimally priced admission to musical performances to the public to advance musical education of the public; and
- (d) to encourage and expand musical education and appreciation for chamber and symphonic music and culture among diverse educational, social and economic groups in the communities of north Florida.

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(e) The corporation is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. 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 section 1 of this Article.

Section 3. 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) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. 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 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.

Section 5. 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 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 of shall be disposed of by a court of competent jurisdiction of the county in which the corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

Article 4

Board of Directors

Section 1. The directors shall be selected and approved annually by a vote of the members of the corporation. The Board of Directors shall consist of no less than five nor more than 21 persons as specifically set out in the by-laws. Members shall be those persons who perform in the orchestra or orchestras conducted by the corporation, and by persons paying annual dues. The corporation may through its by-laws provide for different classes or membership and for the amount of dues to be paid by its members and the classes, if any, of the membership.

Section 2. After election of directors by the membership, the Board of Directors shall annually elect its chairman, and an orchestra director. Those offices may be appointed to the same person. The Board may also provide for or appoint a secretary, treasurer and such other officers as it deems proper, and appoint an executive and other committees deemed useful for the conduct of its business. The Board shall have such additional duties as provided in by-laws approved by the membership.

Section 3. The Board shall have the duty of annually appointing one or more directors to serve as liaison to community institutions not for profit and whose purposes include musical education, education for youth and the advancement of musical culture, including but not limited to

Florida State University
Leon County School Board
Leon County

Florida A & M University
City of Tallahassee
Tallahassee Community College

Each director so designated shall have in respect thereto at least these duties:

(a) to communicate regularly with the designated liaison institution to ascertain the best means for cooperation between the Association in the furtherance of those educational, musical and cultural purposes which the two groups have in common, and to advance the education and participation of youth in public musical concerts of chamber and symphonic music throughout the broadest range of audiences of diverse educational, social and economic groups in the communities of north Florida; and

(b) to report and recommend to the Board at least annually his findings and recommendations derived from his efforts under (a) above.

Article 5 Limitation of Powers

The corporate powers of the corporation shall include all those powers provided for corporations not for profit under chapter 617, Florida Statutes, except those in conflict with any of the limitations imposed upon this corporation by Article 3 above, or by any federal law respecting the operation of corporations exempt from federal taxation under section 501 (c)(3) of the Internal Revenue Code and respecting the operation of corporations, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or any corresponding section of any future tax code.

Article 6

Registered agent and street address

The name and address of the initial registered agent and his street address are: Waldie A. Anderson, 3321 Dartmoor Drive, Tallahassee, Florida 32312.

Article 7

Names and addresses of incorporators

The names and street addresses of the incorporators for these articles are:

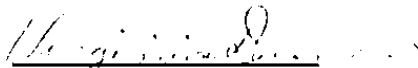
Waldie A. Anderson
3321 Dartmoor Drive
Tallahassee FL 32312

Virginia Densmore
9713 Waters Meet Drive
Tallahassee FL 32312

The undersigned have executed these articles this 24th day of January, 1995.



Waldie A. Anderson



Virginia Densmore

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Big Bend Community Orchestra Association, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Waldie A. Anderson

(Name)

3321 Dartmoor Drive

(Street address - P. O. Box not acceptable)

Tallahassee Florida 32312

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Waldie A. Anderson

(Signature)

5 Feb 95

(Date)

Registered Agent filing fee \$35.00