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BRUCE R. ABERNETHY, JR., P.A.

ATTORNEY AT LAW
900 VIRGINIA AVENUE
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FORT PIERCE, FLORIDA 34982

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January 30, 1996

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

Re: St. Lucie Chorale, Inc.

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Gentlemen:

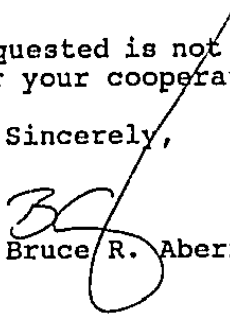
Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

| | |
|---|----------|
| A. Articles Of Incorporation filing fee: | \$ 35.00 |
| B. Certified copy of Articles Of Incorporation: | 52.50 |
| C. Registered Agent Designation Filing Fee: | 35.00 |
| | <hr/> |
| | \$122.50 |

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


Bruce R. Abernethy, Jr.

BRA/jlb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMAS
2/5/96

ARTICLES OF INCORPORATION OF
ST. LUCIE CHORALE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - ORGANIZATION

This corporation is organized as a nonprofit corporation under the Florida Not For Profit Corporation Act (Florida Statutes Chapter 617) and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - NAME

The name of the corporation is St. Lucie Chorale, Inc.

ARTICLE III - DURATION

The corporation shall have perpetual duration and succession in its corporate name.

ARTICLE IV - MEMBERSHIP

The members of the corporation shall consist of the initial directors named under Article IX, as well as the members accepted in accordance with the Bylaws of the corporation.

ARTICLE V - PURPOSES

The purposes for which the corporation is organized are as follows:

- (a) To provide and present concerts of the highest quality, to provide opportunity for singers to perform major choral works with orchestra, and to educate and inspire greater interest in choral singing within the community;
- (b) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal

to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

- (c) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Not For Profit Corporation Act (Florida Statutes, Chapter 617).

ARTICLE VI - GENERAL POWERS

Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Florida Not For Profit Corporation Act (Florida Statutes, Chapter 617).

ARTICLE VII - LIMITATIONS ON POWERS

The powers and activities of the corporation shall be limited as follows:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of its members, trustees, 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 payments and distributions in furtherance of the purposes set forth in these articles of incorporation. 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 any political campaign on behalf of or in opposition to any candidate for public office.
- (b) Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by:

(i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or (iii) a corporation organized and existing under the Florida Not For Profit Corporation Act (Florida Statutes, Chapter 617).

ARTICLE VIII - DISSOLUTION/LIQUIDATION

In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to any organization(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds, or corporations shall be exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation or that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, a proper Court of St. Lucie County shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

ARTICLE IX - DIRECTORS

The number of directors of the corporation and the method of their election shall be as provided in the bylaws. The number of directors constituting the initial Board of Directors shall be nine (9) and the names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

Suzanne Varn

3433 Gordy Road
Fort Pierce, FL 34945

Charles Hunter

1901 S.E. Erwin
Port St. Lucie, FL 34952

Don - iff in

3660 N. Milton Road
Fort Pierce, FL 34946

| | |
|-------------------|---|
| Allen Rosenberg | 3201 Live Oak Lane Fort Pierce, FL 34981 |
| Ursula Rosenberg | 3201 Live Oak Lane Fort Pierce, FL 34981 |
| Beverly Cook | 8592 Gallberry Circle Port St. Lucie, FL 34952 |
| Kenneth Cook | 8592 Gallberry Circle Port St. Lucie, FL 34952 |
| Carmen Ronaldy | 4069 Garden Villas Court Fort Pierce, FL 34982 |
| Elfreth Hightower | 111 Yacht View Lane Fort Pierce, FL 34946 |

ARTICLE X - REGISTERED OFFICE AND ADDRESS

The street address of the corporation's initial registered office is 900 Virginia Ave., Suite 6, Fort Pierce, FL 34982, and the name of its initial registered agent at that office is Bruce R. Abernethy, Jr. The mailing address of the corporation is: P.O. Box 4115, Fort Pierce, FL 34948.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is: Bruce R. Abernethy, Jr., 3609 E. Wilderness Dr., Fort Pierce, FL 34982.

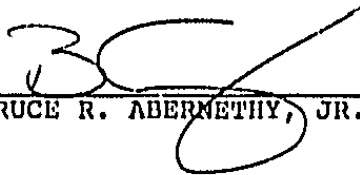
ARTICLE XII - IMMUNITY FROM CIVIL LIABILITY

Directors and officers of the corporation shall not personally be liable to the corporation for monetary damages for breach of any duties to the corporation, except to the extent that such liability arises: (a) for any breach of the director's or officer's duty of loyalty to the corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which a director or officer derived an improper personal economic benefit; or (d) under section 617.0834 of the Florida Not For Profit Corporation Act (Florida Statutes, Chapter 617).

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 32nd day of January, 1996.

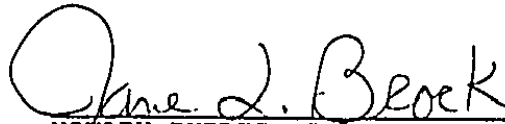


BRUCE R. ABERNETHY, JR.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared BRUCE R. ABERNETHY, JR., known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of January, 1996.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

JANE L. BROCK
Printed Name of Notary

NOTARY STAMP:



JANE L. BROCK
MY COMMISSION # CC434168 EXPIRES
February 12, 1999
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with the provisions of Chapter 48.091, Florida Statutes, ST. LUCIE CHORALE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named BRUCE R. ABERNETHY, JR., whose address is 900 Virginia Ave., Suite 6, Ft. Pierce, FL 34982 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 1-30-96



BRUCE R. ABERNETHY, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA