

**N96000006096**  
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ATTORNEYS AT LAW

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\*\*\* BOARD CERTIFIED IN WILLS, TRUSTS  
AND ESTATES  
\*\*\*\* BOARD CERTIFIED IN HEALTH LAW

November 22, 1996

Florida Division of Corporations  
Bureau of Corporation Records  
Post Office Box 6327  
Tallahassee, FL 32314

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-11/26/96--01076--005  
++++122.50 +++++122.50

Re: Hollywood Hills High School Band Parents Association, Inc.

Gentlemen:

Enclosed are the duplicate originals of the Articles of Incorporation and Designation re: Resident Agent for Hollywood Hills High School Band Parents Association, Inc. We would appreciate your filing the Articles and forwarding one certified copy to this office as soon as possible. Our check in the amount of \$122.50 is enclosed to cover the cost of filing the Articles.

Very truly yours,

*David B. Mankuta*  
DAVID B. MANKUTA

DBM:nmc  
Enclosures

12-2-96

PER BIRTH REGISTER -  
FILE THIS AS NEW -  
CAN NOT TIE IN THE  
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ARTICLES OF INCORPORATION

OF

HOLLYWOOD HILLS HIGH SCHOOL BAND PARENTS ASSOCIATION, INC.  
a Not for Profit Corporation

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WE, the undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is HOLLYWOOD HILLS HIGH SCHOOL BAND PARENTS ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office/mailing address of this Corporation is 5400 Stirling Road, Hollywood, Florida 33021.

ARTICLE III

PURPOSES

The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

ARTICLE IV

POWERS

The Corporation shall have all of the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers

necessary to implement the purposes of the Corporation which is to support and aid Hollywood Hills H.S. Band.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapters 607 and 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, either real or personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for the property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, wherever situated.

4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as the Board

of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

#### ARTICLE V

##### BOARD OF DIRECTORS

1. Original Board of Directors. The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished, from time to time, pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial directors of this Corporation are as follows:

Agnes Simon  
Marsha Swain  
Kathy Wagner  
Christine DeMiniro  
Maria Gulla

2. Management by Directors. The property, business and affairs of the Corporation shall be managed by the Board of Directors. The presence of two-thirds (2/3) of the directors shall constitute a quorum for the transaction of business. The Bylaws shall provide for the meetings of Directors, including an annual meeting.

3. Election of Board of Directors. The method for the election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

#### ARTICLE VI

##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office shall be 5400 Stirling Road, Hollywood, Florida 33021 and the initial registered agent located at such address is Agnes Simon.

#### ARTICLE VIII

##### BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation.

#### ARTICLE IX

##### DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for charitable, educational, religious or scientific purposes only.

#### ARTICLE X

##### AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purposes; provided, however, that notice of the proposed amendment shall be given to each director at least five (5) days prior to the date of the meeting at which the

Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Directors.

ARTICLE XI

DEDICATION OF ASSETS TO PROPERTY

This Corporation is irrevocably dedicated to educational activities and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee, officers or member thereof or to the benefit of any private individual.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Agnes Simon  
5400 Stirling Road  
Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 19 day of November, 1996.

Agnes Simon  
Agnes Simon, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST - - That HOLLYWOOD HILLS HIGH SCHOOL BAND PARENTS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5400 Stirling Road, City of Hollywood, State of Florida, has named Agnes Simon, located at 5400 Stirling Road, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: Agnes Simon  
Agnes Simon

TITLE: Incorporator

DATE: 11/19/96

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Agnes Simon  
Agnes Simon  
Registered Agent

DATE: 11/19/96

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OCT 19 1996  
13:53