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CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
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WILLIAM M. MACKENZIE
OF COUNSEL

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May 4, 1998

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: THE FLORIDA ORCHESTRA/NORTH SUNCOAST
ASSOCIATES, INC.

Gentlemen:

Enclosed for filing in your office are Articles of
Incorporation and designation of Registered Agent for the above
captioned corporation.

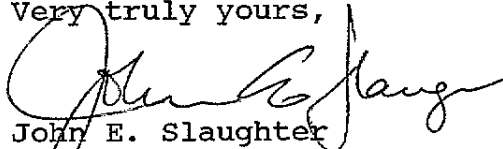
Also enclosed is a check payable to your order in the
amount of \$122.50 to cover the following:

| | | |
|----------------------|----|--------------|
| Filing Fee | \$ | 35.00 |
| Certified Copy | | 52.50 |
| Registered Agent Fee | | <u>35.00</u> |
| | \$ | 122.50 |

The location of the principal office for the Registered
Agent is 1253 Park Street, Clearwater, Florida, 33756.

Please forward the certified copy of the Articles to
this office.

Very truly yours,


John E. Slaughter

FILED
98 MAY 12 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RCW/pb
Enclosures

cc: Chris W. & Joanna Demas

9/15-14-98

FILED
98 MAY 12 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE FLORIDA ORCHESTRA/NORTH SUNCOAST ASSOCIATES, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

I.

Name

The name of the corporation hereinafter called the "Corporation", shall be **The Florida Orchestra/North Suncoast Associates, Inc.**, and its principal place of business shall be at 101 South Hoover Boulevard, Suite 100, Tampa, Florida, 33609, Hillsborough County, Florida.

II.

Purpose

A. The purposes for which the Corporation is to be organized are exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount or value; to

sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Officers and Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, Bylaws of the Corporation, or any laws applicable thereto. Specifically, the corporation is intended to enhance the cultural and educational environment of the Tampa Bay community, particularly in Northern Pinellas and Pasco Counties, Florida, by raising funds, gifts, bequests and devises to be paid over or transferred to or for the use and benefit of The Florida Orchestra, Inc., a Section 501 (c)(3) organization; to cultivate, promote, foster and develop among its numbers and the local community an appreciation, understanding and love of the musical arts, as well as to encourage individuals in the Tampa Bay area to attend performances and cultural music events presented by The Florida Orchestra, Inc.

III.

Registered Agent

The registered office of the Corporation and its registered agent to accept service of process within the State is John E. Slaughter, Jr., located at 1253 Park Street, Clearwater, Pinellas County, Florida, 33756.

IV.

Limitations and Restrictions

A. This corporation shall issue no stock. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Member, Director, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

B. Notwithstanding any other provision of these Articles, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed by the Board of Directors of the corporation, exclusively to charitable, religious or other non-profit organizations which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation, or to any private individual. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this Corporation is located, exclusively for the purposes or to such organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

V.

Term

This Corporation shall exist perpetually, unless terminated by due process of law.

VI.

Members

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other

persons as, from time to time hereafter, may become members, in the manner provided for in the Bylaws of this Corporation or as may be elected by the members at each annual meeting.

VII.

Incorporators/Subscribers

The name and residence of the incorporators of this corporation and the subscribers to these Articles of Incorporation are as follows:

| | |
|----------------|--|
| Chris W. Demas | 2214 Lagoon Drive Dunedin, FL 34698 |
|----------------|--|

| | |
|--------------|--|
| Joanna Demas | 2214 Lagoon Drive Dunedin, FL 34698 |
|--------------|--|

VII.

Directors

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination, the Board shall consist of three (3) directors.

B. Directors of the Corporation shall, at the annual meeting of the members of the Corporation, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the first Board

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

| <u>Names</u> | <u>Addresses</u> |
|-------------------|--|
| CHRIS W. DEMAS | 2214 Lagoon Drive Dunedin, FL 34698 |
| JOANNA DEMAS | 2214 Lagoon Drive Dunedin, FL 34698 |
| TOM HEIRONIMUS | 112 Wateredge Court Safety Harbor, FL 34698 |
| CONNIE HEIRONIMUS | 112 Wateredge Court Safety Harbor, FL 34698 |
| REINHARD OPITZ | 13300 Indian Rocks Road, #406 Largo, FL 34644 |
| CONNIE OPITZ | 13300 Indian Rocks Road, #406 Largo, FL 34644 |
| MARTHA MCGHEE | 2688 Walnut Drive Palm Harbor, FL 34683 |

LAURA LONGO

520 Purple Finch Way
Palm Harbor, FL 34683

RUTH HARDICK

55 Rogers Street, #201
Clearwater, FL 33774

ANN STROTHER

1621 Gulf Boulevard, #101
Clearwater, FL 34630

VIII.

OFFICERS

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President(s), Vice President(s), Recording Secretary, Corresponding Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.

C. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation, and shall serve at the pleasure of the Board of Directors.

D. The names of the officers who shall serve until their successors are elected by the Board of Directors are as follows:

| | |
|---------------------------------|--------------------|
| Chris W. Demas and Joanna Demas | Co-Presidents |
| Reinhard Opitz and Connie Opitz | Co-Vice Presidents |

| | |
|---------------|-------------------------|
| Martha McGhee | Corresponding Secretary |
| Laura Longo | Secretary |
| Ruth Hardick | Treasurer |

IX.

Bylaws

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

XI.

Amendment

The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of the intention of the Board of Directors to submit amendments to the membership of the Corporation, in response to a formal resolution of the Board of Directors setting forth the amendment adopted by the Board of Director's affirmative vote of at least three-fourths (3/4) of the Directors present and voting at a meeting, at which a quorum is present.

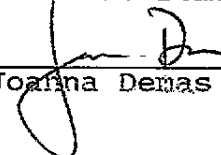
XII.

Defense and Indemnification of
Officers and Directors

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. the foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned incorporators/subscribers have executed these Articles of Incorporation this 3 day of MAY, 1998.


Chris W. Demas


Joanna Demas

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Chris W. Demas and Joanna Demas, who is personally known to me or who have produced _____, as identification

and who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 3rd day of May, 1998.



John E. Slaughter, Jr.
MY COMMISSION # CC658407 EXPIRES
October 25, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

John E. Slaughter
Notary Public
John E. Slaughter
Print Name


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

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That The Florida Orchestra/North Suncoast Associates, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida, has named John E. Slaughter, Jr., located at 1253 Park Street, City of Clearwater, County of Pinellas State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
John E. Slaughter, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 12 AM 11:55

FILED