

TRANSMITTAL LETTER

N99000003725

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

500002841725--6
-04/16/99--01036--005
*****78.75 *****78.75

SUBJECT: ORLANDO POWER STARS CULTURAL ASSOCIATION INC
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: LEO JAMES
Name (Printed or typed)

3128 QUEENS GATE RD
Address

ORLANDO FL 32818
City, State & Zip

407-299-6091
Daytime Telephone number

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

W-920
TS
T. SMITH JUN 17 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 17 AM 10:28

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 1999

LEO JAMES
3128 QUEENS GATE RD.
ORLANDO, FL 32818

SUBJECT: ORLANDO POWER STARS CULTURAL ASSOCIATION, INC.
Ref. Number: W99000009207

We have received your document for ORLANDO POWER STARS CULTURAL ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 099A00020131

**ARTICLES OF INCORPORATION OF
ORLANDO POWER STARS CULTURAL ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of the organization shall be the
ORLANDO POWER STARS CULTURAL ASSOCIATION, INC.

ARTICLE 2

HEADQUARTERS AND MAILING ADDRESS

- (A) The principle office of the corporation the Orlando Power Stars Cultural Association, Inc. (Hereinafter called the Association) Shall be in the city of Orlando, County of Orange and state of Florida. The corporation may also have such offices at other places within or without the state as the Board of directors may from time to time determine.
- (B) The mailing address of The Association shall be 3128 Queensgate Road, Orlando Florida, 32818; or such place(s) the Board of directors may decide from time to time

ARTICLE 3

PURPOSE

The corporation primary objective is to promote an awareness and appreciation of Steel-pan Music. The Orlando Power Stars Cultural Association, Inc is formed as a vehicle to advance this objective. The Association will serve to attract youth to this art form and perform both publicly and privately, whenever possible, to develop professional competency and make this art available to the general public. The goal is to teach and foster enjoyment and appreciation of Steel-pan Music by musicians, audience and community.

The Orlando Power Stars Cultural Association, Inc. shall be allowed to publicly solicit funds, purchase and own or lease real estate, consistent with its stated purposes. This corporation is organized for and shall be operated exclusively for charitable purposes within the provisions of Chap 607, The Florida General Corp. Act, as stated in Sec. 617-002 of Corporation not for profit and Section 501 © of the US Internal Revenue Code of 1954, as now in force and subsequent amendments.

ARTICLE 4

MANNER OF ELECTION OF DIRECTORS

The Association shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and be a member of the Association in good financial standing during his directorship. The initial Board of Directors shall consist of three persons. Thereafter, the number of directors constituting the entire Board shall not be less than three or greater than seven. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

The first Board of Directors shall consist of those persons named in the Certificate of Incorporation of the Corporation. They shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualify. Thereafter, at each Annual Meeting of Members, the membership in good financial standing shall elect directors to hold office by a majority vote until the next Annual Meeting. Each elected director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereafter provided.

An elected director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation will take effect upon receipt. Acceptance of such resignation shall not be necessary to make it effective.

Except to the extent herein or in the Certificate of Incorporation of the Association provided, a majority of the entire members of the Board of Directors shall constitute a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these by-laws, the act of the Board of Directors shall be by a majority vote of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Association shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

The Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law.

The Board of Directors will be responsible for electing an Executive Director, Secretary and Treasurer and outlining the detailed functions for all positions as well as the organization's members.

The Board of Directors will be governed by the Association's by-laws and the laws governing the State of Florida.

The Board of Directors shall ensure that no part of the net earnings of the Association shall be used for the benefit of or be distributed to its Members, Officers, Directors, 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 purpose of this Corporation.

Upon the dissolution of the Association, the Board of Directors shall after paying or making provision for payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organizations organized and operated exclusively for charitable, educational, 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

The Board of Directors will be responsible for scheduling monthly meetings and overseeing the affairs of the Association.

The Board of Directors will be responsible for establishment of all by-laws of the Association to be ratified by 2/3 vote of the financial members of the Association, as well as the legal, financial and operational functions of the Association

ARTICLE 5
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street Address of the initial registered agent is:

Keith A. Tillet

2850 Roundabout Lane
Orlando, FL. 32819
407-298-7190

SIGNATURE: 

DATE: 06-06-99

99 JUN 17 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE 6
INCORPORATORS

The names and addresses of the Incorporators

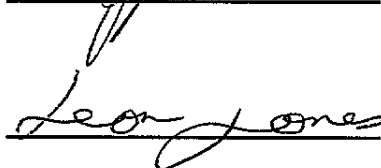
The undersigned Incorporators have executed these Articles of Incorporation this

06 Day of June, 1999.

Signatures of Incorporators.



Leo James
3128 Queens Gate Road
Orlando, FL 32818



Leon Jones
6827 Nawadaha Blvd.
Orlando, FL 32818

Keith A. Tillet
2950 Roundabout Lane
Orlando, FL 32818

ARTICLE 7 - 1

MEMBERSHIP

Membership of the Association shall be in five categories:

- (A) Full members
- (B) Honorary members
- (C) Temporary members
- (D) Junior members

A- FULL MEMBERSHIP

- (1) **FULL MEMBERSHIP** shall be open to persons whose character and standing in the community are satisfactory to the Association.
- (2) Full members who are financial shall have voting rights and the right to use all the Association facilities.
- (3) Members shall be in good financial standing and shall have membership for at least one year to be eligible to hold elected office

B- HONORARY MEMBERSHIP

HONORARY MEMBERSHIP

- (1) HONORARY MEMBERSHIP may be conferred upon persons who, in the opinion of the Association are interested in its welfare and can help to further its aims participating actively in the Association's affairs.
- (2) Honorary members may attend any or all of The Association's general meetings, may participate in discussions at these general meetings, but shall have no right to vote and shall not be eligible to hold elected office.

C- TEMPORARY MEMBERSHIP

TEMPORARY MEMBERSHIP may be granted at the discretion of The Association, to visitors to this state, upon their written application, for a period not exceeding six consecutive months, but such members shall not be eligible to hold elected office.

D- JUNIOR MEMBERSHIP

- (1) JUNIOR MEMBERSHIP shall be restricted to applicants who have the consent of their parent or guardian to apply.
- (2) Junior members will be permitted to attend all general meetings of The Association. They may speak on issues, but shall not have the right to vote, or to be eligible to hold elected office.
- (3) On attaining their eighteen birthday, junior members shall automatically be reclassified as full members with all the rights, privileges and responsibilities attached thereto.

ARTICLE 7 -2

APPLICATION FOR MEMBERSHIP

- (1) Applications for full, temporary, and junior membership must be in writing, on The Association's prescribed form.
- (2) Application for membership shall first be considered by the Executive Committee. If accepted, it will be put to the general membership for approval by majority vote at a general meeting.
- (3) An application for membership, which is rejected by the Executive Committee, shall not be brought to general membership, but the proposer will be informed of the committee's decision.

(5) Any member may recommend the conferring of honorship. The recommendation must first be approved by the Executive Committee, and then put to the general membership for confirmation by majority vote at a general meeting.

(6) A recommendation for honorary membership, which is rejected by the Executive Committee, shall not be subject to discussion by the general membership.

ARTICLE 8

MEETINGS

- (A) **GENERAL MEETINGS:** General Meetings shall be held monthly on a day to be decided, unless it conflicts with some major function or event within the Association, for which the Executive Committee deems necessary a postponement. In the event of such a postponement, members will be advised of the change a week prior to the regularly scheduled meeting.
- (B) Any (12) members shall constitute a quorum for general meeting. Four of who shall be President, Vice-President, Secretary or Assistant Secretary, Treasurer, Public Relations Officer, or one Trustee.
- (C) If by one hour after the scheduled starting time of a General Meeting, there is no quorum the meeting shall stand adjourned to the date of the next meeting.
- (D) Any (10) financial members shall have the right to request a special meeting, which shall be in writing and signed by all those persons who are requesting the meeting.
- (E) Upon receipt of a request for a special meeting, the President shall take the necessary steps to convene it within (10) days.
- (F) **ANNUAL GENERAL MEETINGS:** The Association's Annual General Meeting shall be held on the third Sunday of November of each year. At this meeting, the election of Officers will be held and annual reports submitted. All voting shall be by secret ballot.
- (G) Meetings must be attended by financial members.
- (H) **EXECUTIVE COMMITTEE MEETINGS:** Executive Committee Meetings shall be held once a month and such other times as are necessary. (6) members shall constitute a quorum, (4) of whom shall be the President, or Vice President, Secretary or Assistant Secretary, Treasurer, Public Relations Officer or one Trustee.

ARTICLE 9

FUNDS

In order to attain the aims and objects of the Association as set forth in the purpose, the Association shall:

- (1) Raise funds by collecting dues, subscriptions and levies from members.
- (2) Seek contributions and donations when necessary
- (3) Engage in the promotion of fund-raising activities
- (4) All monies collected from donations and fund-raising activities shall be turned over to the Financial Secretary within (72) hours of collection.
- (5) Monthly subscriptions shall be set annually by the Board of Directors for the membership of the Association
- (6)** Funds collected by the association shall be deposited in a bank designated by the Board of directors, except for such amounts as the Treasurer, is authorized to keep in hand impress.

ARTICLE 10

OFFICERS

The officers of the Association shall be the President, Vice-President, Secretary, Assistant Secretary, Treasurer, Public Relations Officer and Trustee.

- (A) Their term of office shall be for one year.
- (B) No elected officer shall serve in any one office for more than (5) consecutive terms.

ARTICLE 11

DUTIES AND RESPONSIBILITIES OF OFFICERS

1 - PRESIDENT

- (A) The President shall preside at all General Meetings and meetings of the Executive Committee, and shall be an ex-officio member of any other committee.
- (B) He/She shall preserve order and shall be responsible for the interpretation of the constitution and by-laws at meetings which he/she presides.
- (C) The President shall have the power to appoint committees as circumstances demand, after consultation with the Executive Committee.

- (D) The President shall present a "President's Report" to annual General Meeting, reviewing the operations of the Association for Previous twelve months.

2 -The Vice-President

- (A) The Vice-President shall assist the President in the general performance of his/her duties.
- (B) In the absence of the President, or in the event of his/her resignation or inability to perform his/her duties, the Vice-President shall assume responsibilities to the office.
- (C) The Vice-President shall be Chairperson of the Disciplinary Committee.

3 -THE SECRETARY

- (A) The Secretary shall be the principal administrative office of the Association
- (B) He/She shall be responsible for keeping minutes of all General and Executive Committee meeting.
- (C) The Secretary shall be responsible for all correspondence of the Association
- (D) He/She shall keep an accurate register of all Association members.
- (E) He/She shall be responsible for giving notices of meetings to members, in writing, at lease (7) days in advance. He/She shall also be responsible for notification to members of their financial status.

4 -THE ASSISTANT SECRETARY

- (A) The Assistant Secretary shall assist the Secretary in the general performance of his/her duties and shall assume the duties of the Secretary in his/her absence.
- (B) The Assistant Secretary shall also assist the Treasurer when necessary.

5 -THE TREASURER

- (A) The Treasurer shall be responsible for collection of all dues.
- (B) He/She shall also, from time to time, inform the Secretary as to the financial standing of the membership.
- (C) He/She shall be responsible for payment of all bills and shall keep records of all transactions that are made on behalf of the Association.
- (D) He/She shall have all orders and drafts for withdrawals authorized by the Executive Committee and signed by a Trustee.
- (E) The Treasurer shall submit an annual audited financial report.

6 -THE PUBLIC RELATIONS OFFICER

- (A) It shall be the duty of the Public Relations Officer to promote and foster educational and social activities among members and other social organizations with similar aims and objectives.
- (B) He/She shall make available to members all information and literature, as will promote the welfare of the Association.
- (C) He/She shall be responsible for the promotion and projection of the Association's public image and shall be the Officer responsible for public comments and statements to the news media, with authorization of the Executive Committee.

ARTICLE 12

MANAGEMENT

- (A) One person, voted upon by members at the General Meeting shall manage the Association.
- (B) The duties of the Association's Manager shall be determined by the Executive Committee.

ARTICLE 13

DISCIPLINE

- (A) The Association shall have a disciplinary Committee of not more than (5) members. The Vice-President shall be the Chairperson of the committee and the other members shall be elected at the annual General Meeting. A Secretary to the Committee shall be appointed at its first meeting.
- (B) Three (3) members shall constitute a quorum, two of whom must be the Chairperson and the Secretary.
- (C) The Chairperson of the Committee shall have a casting vote.
- (D) NO MEMBERS SHALL BE IMMUNE TO INDICTMENT BY THE DISCIPLINARY COMMITTEE AND SUBJECTION TO THE PENALTIES LEVIED THEREBY.
- (E) The term of office of the Disciplinary Committee shall be for one year.
- (F) The Committee shall consider all breaches of discipline brought before it through Executive Committee, for expulsion, suspension, fines or any other action they may deem appropriate.
- (G) The decision of disciplinary committee shall be final binding.

- (H) Officers who miss (3) scheduled meetings without reasonable excuse shall be removed from office.
- (I) Any officer who is late for a meeting or is absent without reasonable excuse, shall be subject to a fine of not less than (\$2.00), or more than (\$5.00).
- (J) All fines and levies imposed must be paid by the next scheduled meeting. Failing which, the matter may be referred to the Disciplinary Committee. All monies owed to the Association by any member shall be treated as fines or levies, and may be dealt with by the Disciplinary Committee.

ARTICLE 14 **AMENDMENTS**

The Association's Constitution and By-laws, or any section thereof, shall only be amended at the first General Meeting of the new year by a 2/3 vote of the financial members present and voting at the General Meeting.

ARTICLE 13 **AUDITS**

An internal audit of The Association's finances shall be made by March 15th of each year, and a certified audit at the end of The Association's financial year, on the second Sunday in November.

ARTICLE 14 **DISSOLUTION**

In the event that this corporation is dissolved, none of its assets, real, personal or mixed property shall be distributed to an organization incorporated for one or more of the purposes enumerated and defined in Section 501 (c) of the US Internal Revenue Code of 1954, as now in forces and subsequent amendments.

MOTTO

- (A) The Motto of the Club is to be STRENGTH IN UNITY.
- (B) The colors shall be black and gold.