

W99000007200
TRANSMITTAL LETTER

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

500002980445--2
-08/08/99--01034--003
*****87.50 *****87.50

SUBJECT: Music Education Foundation of Northwest
(Proposed corporate name - must include suffix)
Florida - A Not-for-profit corporation

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael D. Reisman
Name (Printed or typed)

1815 W. 15th Street, Suite 17
Address

Panama City FL 32401
City, State & Zip

850/872-0031
Daytime Telephone number

99 DEC -6 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

W99000021159



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 15, 1999

MICHAEL D. REISMAN
1815 W. 15TH ST., SUITE 17
PANAMA CITY, FL 32401

SUBJECT: MUSIC EDUCATION FOUNDATION OF NORTHWEST FLORIDA
Ref. Number: W99000021159

We have received your document for MUSIC EDUCATION FOUNDATION OF NORTHWEST FLORIDA and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

~~Non profits should not contain stock information please remove the portion of article nine that refers to stock.~~ ✓

The effective date is not acceptable since it is not within five working days of the date of receipt.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 399A00045306

ARTICLES OF INCORPORATION
OF
MUSIC EDUCATION FOUNDATION
OF NORTHWEST FLORIDA, INCORPORATED.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A not-for-profit corporation

The undersigned, acting as incorporator(s), of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this not-for-profit corporation is “Music Education Foundation of Northwest Florida, Incorporated”, which for convenience is hereinafter referred to as MEFNF, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The mailing address of this corporation shall be Music Education Foundation of Northwest Florida, Inc., 1815 West 15th Street, Suite 17, Panama City, Florida 32401.

ARTICLE III. PURPOSE.

MEFNF, Inc. is organized to foster quality vocal and instrumental music instruction, to promote music appreciation and literacy in the many styles of musical expression. MEFNF, Inc. will primarily accomplish these goals through funding (a) music school(s), teacher education, student and teacher workshops, and live performances. As a not-for profit corporation, the MEFNF, Inc. shall meet the

requirements of Internal Revenue Code § 501 (c)(3) of 1954, or the corresponding provision of any present or future tax law. In addition any provision of these Articles of Incorporation or of the By-laws of MEFNF, Inc. which violates said provision shall be null and void; noting, however, that said nullity shall not affect any other provision(s) of those said documents.

ARTICLE IV. BY-LAWS.

The initial By-laws shall be approved by a majority vote of the Incorporators, who shall also serve as the Incorporating Board of Directors. The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors and the Members. By-laws adopted by the Members may be repealed or changed only by the Members' By-laws. By-laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Members.

ARTICLE V. MANNER OF ELECTION OF DIRECTORS.

The Incorporating Board shall initially appoint additional Board members as it deems necessary, not to exceed seven (7) Board members, which shall be referred to collectively as the Interim Board of Directors. At a time stated in the By-laws, the Interim Board of Directors shall be replaced by the Founding Board of Directors who shall be elected or appointed. Subsequently, a members meeting shall be held annually, at a time stated in the By-laws, for the election or appointment of the Board of Directors, who shall be elected or appointed as stated in the By-laws.

ARTICLE VI. LIMITATION OF CORPORATE POWERS.

The corporate powers of this corporation are as provided in § 617.0302 Florida Statutes; noting, however, that MEFNF, Inc. shall conform to the requirements of Internal Revenue Code § 501 (c)(3) of 1954, or the corresponding provision of any present or future tax law.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE.

The name and mailing address of the initial registered agent is Michael D. Reisman.
The Physical Address of the initial registered agent is 1815 W. 15th St., Suite 17, Panama City, Florida 32401.

ARTICLE VIII. INCORPORATORS.

The names and the street addresses of the incorporators, listed alphabetically, for these Articles of Incorporation are:

Samuel R. Baillie
701 Michael Drive
Panama City, Florida 32404

Margaret J. Coggeshall
701 Driftwood Drive
Lynn Haven, Florida 32444

Nan Youngblood Drake
314 N. MacArthur Ave.
Panama City, Florida 32401

Michael D. Reisman
12327 Highway 77
Southport, Florida 32409

ARTICLE IX. MEMBERS.

- 1) **Qualifications.** Members of MEFNF, Inc. shall be granted to all persons and organizations that, by annual application and donation of funds, express interest in actively promoting MEFNF, Inc. purposes.
- 2) **Classes of Membership.** The Board of Directors shall classify members according to the amount of donation presented.
- 3) **Rights of Members.** Each member is entitled to vote at any member meeting and is eligible to hold office and serve on the Board of Directors.
- 4) **Organization Members.** The Board of Directors may define and prescribe rules and regulations for organizational membership to be granted to business, corporate, or similar entities. Such organization may exercise member rights by designating, in writing, an individual to act as member on behalf of the organization.

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law, provided that at least 66% of the attending members vote in favor of the amendment at a meeting held in accordance with the By-laws.

ARTICLE XI. MISCELLANEOUS.

- 1) This corporation shall exist perpetually, commencing with the date of execution and acknowledgement of the Articles.

- 2) The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1st day of December, 1999.

Michael D. Reisman

Michael D. Reisman

12327 Highway 77
Southport, Florida 32409
Telephone: (850) 265-3911

**STATE OF FLORIDA
COUNTY OF BAY**

The foregoing instrument was acknowledged before me this _____ day of _____, 1999, by _____, who is personally known to me or who has produced a valid driver's license as identification, and who did take an oath.

Notary Public in and for Bay County, Florida

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

PURSUANT TO THE PROVISIONS OF SECTION 617/607 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:

Music Education Foundation of Northwest Florida
(must include suffix) Incorporated

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

Michael D. Reisman
(NAME)
12327 Hwy 77 S
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Southport FL 32409
(CITY/STATE/ZIP)

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FILED
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.

Michael D. Reisman
(SIGNATURE)

1 December 99
(DATE)