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EMERALD COAST CONCERT ASSOCIATION
P.O. BOX 815
FORT WALTON BEACH, FLORIDA 32549

January 22, 2001

FILED

01 JAN 29 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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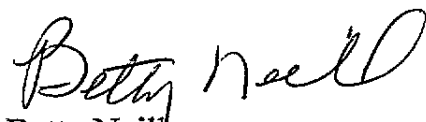
Attention: Amendment Section

Attached please find Amended Articles of Incorporation for the Emerald Coast Concert Association, Inc. (ECCA) and also a check in the amount of \$35.00 for this amendment.

If any further information required, please notify us.

Thanking you in advance for your assistance.

Sincerely


Betty Neill
Treasurer

NC Amend
2-1-01
BHS

**AMENDED
ARTICLES OF INCORPORATION
For
EMERALD COAST CONCERT ASSOCIATION, INC.
(ECCA)**

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ARTICLE OF AMENDMENT

The undersigned, for the purpose of forming a not for profit corporation under Florida Statutes, Chapter 617, do hereby amend the Constitution and Articles of Emerald Coast Concert Association, Inc., ("ECCA"), and hereby make and adopt the following Amended Articles of Incorporation, and repeal all previous constitutions and articles and, in effect, amend the Constitution and Articles by substitution in their entirety.

Article 1
NAME

The name of the corporation is: Emerald Coast Concert Association, Inc., ("ECCA").

Article 2
NOT FOR PROFIT

The corporation is a not for profit corporation under the laws of the State of Florida. The ECCA derives its corporate rights from the charter granted the ECCA as a not for profit corporation organized and existing under Chapter 617, Florida Statutes, and the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Members, Officers or Directors, except to the extent permissible under law.

Article 3
DURATION

The duration (term) of the corporation is perpetual.

Article 4
PURPOSES

Recognizing the need for a concert association to assist in achieving the highest possible cultural standards in the community, the ECCA is organized and shall be operated exclusively for the following purposes:

- A. To bring to the Emerald Coast area of Florida music and entertainment

for the benefit and enjoyment of the general public, and for the educational benefit and enjoyment of school children, who are attending primarily Okaloosa County, Florida, schools.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including but without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature and without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and income, the principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish those purposes.

Article 5 LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Members, Officers or Directors, but 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 Article 4 (Purposes) hereof.

Article 6 MEMBERS

The corporation shall have Voting Members and Nonvoting Members as more fully described in the Bylaws of the corporation.

The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

Article 7 BOARD OF DIRECTORS

The Board of Directors shall be elected by those Voting Members who are present and in attendance at the annual meeting of the corporation, and who shall have all the rights and privileges as are set forth in the Bylaws.

The Board of Directors alone shall elect an Executive Board of Directors, who shall become the Officers of the corporation, which Officers are more fully described in Articles 8 and 9.

The name and address of each current member of the Board of Directors is as follows:

Name	Address
Susan Kneller	208 Calhoun Ave., Destin, FL 32541
Barbara Pusch	25 Walter Martin Rd., N.E. Ste. 201, Ft. Walton Beach, FL 32548
Hassell Moores	110 Pointer Lane, Crestview, FL 32539
Dick Kneller	208 Calhoun Ave., Destin, FL 32541
Ursel Behnken	111 Clifford Dr., Shalimar, FL 32579
Betty Neill	128 Country Club Rd., Shalimar, FL 32579
Johann Behnken	111 Clifford Dr., Shalimar, FL 32579
Jim Neuhard	1638 Parkside Circle, Niceville, FL 32578
Gordon Hurd	1107 S. Palm Blvd., Niceville, FL 32578
Joe Salazar	4401 Vardun Way, Niceville, FL 32578
Tourey Guarino	35 Pryor Rd., S.E. Ft. Walton Beach, FL 32548
Dorothy Hurd	1107 S. Palm Blvd., Niceville, FL 32578
Francis Griffith	307 Yacht Club Dr. Ft. Walton Beach, FL 32548
David Bechtold	49 Bay Drive, N.E. Ft. Walton Beach, FL 32548
Gwen Hansen	218 N.W. Costaki Ct. Ft. Walton Beach, FL 32548
Rose Marie Schiller	6 Magnolia Ave., Shalimar, FL 32579
Charles Neill	128 Country Club Rd., Shalimar, FL 32579
Kelly Bennett	167 Country Club Rd., Shalimar, FL 32579

Eunice Smith	243 Beachview Dr. Ft. Walton Beach, FL 32547
Daniel Tomasek	1987 Old Highway 98, Destin, FL 32541
Sylvia Driver	635 Emerald Lane Ft. Walton Beach, FL 32547
Charles Lew	3 Bayshore Point, Valparaiso, FL 32580
Arlene Lew	3 Bayshore Point, Valparaiso, FL 32580
Alex Ginzburg	945 Holbrook Cr. Ft. Walton Beach, FL 32547
Shirley Ginzburg	945 Holbrook Cr. Ft. Walton Beach, FL 32547
Ann Omega	6994 Nelson St., Navarre, FL 32566

Article 8 EXECUTIVE BOARD OF DIRECTORS

The management of the corporation shall be vested in the Executive Board of Directors. The number of Directors constituting the Executive Board of Directors currently is 7. The number of Executive Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Board of Directors and those Voting Members who are present and in attendance at the annual meeting, shall elect the Executive Directors annually. The Bylaws may provide for *ex officio* and honorary Directors along with their rights and privileges.

The name and address of the current Executive Board of Directors is as follows:

Name	Address
Susan Kneller	208 Calhoun Ave., Destin, FL 32541
Barbara Pusch	25 Walter Martin Rd., N.E., Ste. 201 Fort Walton Beach, FL 32548
Hassell Moores	110 Pointer Lane, Crestview, FL 32539
Dick Kneller	208 Calhoun Ave., Destin, FL 32541
Ursel Behnken	111 Clifford Dr., Shalimar, FL 32579

Betty Neill 128 Country Club Rd., Shalimar, FL 32579

Johann Behnken 111 Clifford Dr., Shalimar, FL 32579

Article 9
OFFICERS

The Officers of the corporation shall consist of a President, Vice President for Administration, Vice President for Membership, Vice President for Arrangements, Vice President for Public Relations and Publicity, Secretary and Treasurer. Each Officer shall be elected by those Voting Members who are present and in attendance at the annual meeting, (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each current Officer of the corporation is as follows:

Name	Address	Title
Susan Kneller	208 Calhoun Ave., Destin, FL 32541	President
Barbara Pusch	25 Walter Martin Rd., NE, Ste. 201 Fort Walton Beach, FL 32548	Vice President Administration
Hassell Moores	110 Pointer Lane, Crestview, FL 32539	Vice President Membership
Dick Kneller	208 Calhoun Ave., Destin, FL 32541	Vice President Public Relations
Ursel Behnken	111 Clifford Dr., Shalimar, FL 32579	Vice President Arrangements
Betty Neill	128 Country Club Rd. Shalimar, FL 32579	Treasurer
Johann Behnken	111 Clifford Dr., Shalimar, FL 32579	Secretary

Article 10
REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 128 Country Club Rd., Shalimar, FL 32579, and the name of its Registered Agent at that address is Betty Neill.

Article 11
BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended, repealed or rescinded by the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a simple majority of the Voting Members present and in attendance at the annual meeting.

Article 12
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Officers and Directors are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

Article 13
INDEMNIFICATION

The corporation shall indemnify and hold harmless each Officer and Director, including the former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

Article 14
NONSTOCK BASIS

This corporation is organized on a nonstock basis. This corporation shall not issue shares of stock.

Signed by Officers:

Susan Kneller
Hassell B. Moores, Jr.
Richard Kneller
Johann H. Behnken

Ursel Behnken
Betty Neill

STATE OF FLORIDA §§
COUNTY OF OKALOOSA §§

Before me, the undersigned authority, personally appeared Susan Kneller, Hassell Moores, Richard Kneller, Johann Behnken, Ursel Behnken and Betty Neill, who

_____ produced valid Florida driver's licenses, or

✓ being personally known to me,

having been sworn, did depose and state that they executed the foregoing instrument for the purposes expressed therein.

Witness my hand and official seal this 4th day of January, 2001, in the aforesaid County and State.

My Commission expires:  Monika Christine Gillette
My Commission CC935849
Expires May 11, 2004

Monika Christine Gillette
Notary Public in and for Okaloosa
County, Florida

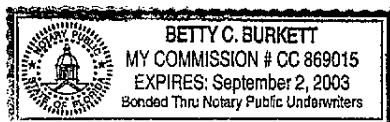
Barbara E. Pusch
Barbara E. Pusch

STATE OF FLORIDA §§
COUNTY OF OKALOOSA §§

BEFORE ME, the undersigned authority, did personally appear Barbara E. Pusch, who, having been duly sworn, and who being personally known to me, did depose and state she has read the above- and foregoing instrument and the same is within her personal knowledge, true and correct.

Witness my hand and official seal this 13th day of December, 2000, in the aforesaid County and State.

My Commission expires:



Betty C. Burkett
Notary Public in and for Okaloosa
County, Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for Emerald Coast Concert Association, Inc., as contained in the foregoing Articles of Incorporation, 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.

Betty Neil
Signature of Registered Agent

January 23, 2001
Date