

749174

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TALLAHASSEE, FLORIDA

*Amended And
Restated Art*

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2012 JUN -1 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 01 2012

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Tallahassee Symphony Orchestra Incorporated

DOCUMENT NUMBER: 749173

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mandy Sauer

(Name of Contact Person)

Tallahassee Symphony Orchestra

(Firm/ Company)

1020 East Lafayette Street, Suite 207

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mandy Sauer

(Name of Contact Person)

at 850 224-0461

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE TALLAHASSEE SYMPHONY ORCHESTRA INCORPORATED
A FLORIDA CORPORATION

FILED
2012 JUN -1 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amended and Restated Articles of Incorporation of the Tallahassee Symphony Orchestra Incorporated were approved and adopted by the Members of the Corporation on the 10th day of May, 2012, to read as follows:

ARTICLE I - NAME

The name of the Corporation is the TALLAHASSEE SYMPHONY ORCHESTRA INCORPORATED (hereinafter, the Corporation).

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

General Purpose. The Corporation is organized without capital stock and is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (collectively, the "Code").

Specific Purpose. The mission of the Corporation is to develop and maintain the Tallahassee Symphony Orchestra and to improve the cultural development of the community through musical performance and educational activities. It is the goal of these events to educate, entertain, encourage young artists and challenge audiences of all ages through classical music programs performed by the best professional musicians available.

ARTICLE IV - POWERS

The Corporation shall have all of the powers permitted to be exercised by not for profit corporations by Chapter 617, Florida Statutes, provided, however, that the Corporation shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Code and the regulations promulgated thereunder.

ARTICLE V - DIRECTORS

The general management of the Corporation shall be vested in a Board of Directors composed of those persons elected thereto by the membership of the Corporation. Their number, terms of office, powers, duties and responsibilities, and the procedures for their nomination, election, and removal, shall be determined by the Bylaws of the Corporation.

ARTICLE VI - OFFICERS

The titles of the officers of the Corporation shall be as set forth in the Bylaws of the Corporation. Their terms of office, powers, duties and responsibilities, and the procedures for their nomination, election, and removal, shall be determined by the Bylaws of the Corporation.

ARTICLE VII - MEMBERSHIP

Qualification for membership of the Corporation shall be as set forth in the Bylaws of the Corporation.

ARTICLE VIII - BYLAWS

Bylaws of the Corporation shall be adopted by the Board of Directors and may be amended at any regular or special meeting in accordance with requirements of notice and form provided in such Bylaws.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, in whole or in part, at any regular or special meeting of the Board of Directors in accordance with requirements of notice and form provided in the Bylaws.

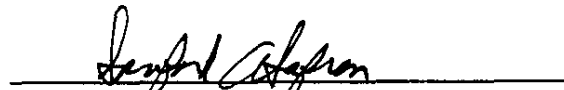
ARTICLE X - DISSOLUTION

Upon dissolution of the Corporation, the residual assets of the Corporation will be transferred to one or more organizations which themselves are exempt organizations described in sections 501(c)(3) and 170(c)(2) of the Code, or to the Federal, State or local government exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Amended and Restated Articles of Incorporation on this 31st day of May, 2012.

A large, stylized handwritten signature in black ink, appearing to read 'Sean Singleton', written over a horizontal line.

Sean Singleton, President

A smaller, more legible handwritten signature in black ink, appearing to read 'Sanford Safron', written over a horizontal line.

Sanford Safron, Secretary

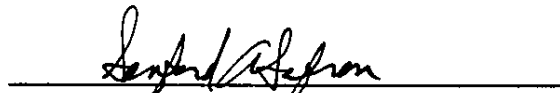
CERTIFICATE

May 31, 2012

The undersigned hereby certify that the foregoing Amended and Restated Articles of Incorporation of the Tallahassee Symphony Orchestra Incorporated contains amendments to the articles of incorporation requiring member approval. These amendments were adopted by the members on May 10, 2012; the number of votes cast for the amendments was sufficient for approval.

A large, stylized handwritten signature in black ink, appearing to read 'Sean Singleton', written over a horizontal line.

Sean Singleton, President

A smaller, stylized handwritten signature in black ink, appearing to read 'Sanford Safron', written over a horizontal line.

Sanford Safron, Secretary

Articles of Amendment
to
Articles of Incorporation
of

The Tallahassee Symphony Orchestra Incorporated

(Name of Corporation as currently filed with the Florida Dept. of State)

749174

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

n/a

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

n/a

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

n/a

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>
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E. **If amending or adding additional Articles, enter change(s) here:**

(attach additional sheets, if necessary). (Be specific)

Filing amended and restated Articles - see attached document

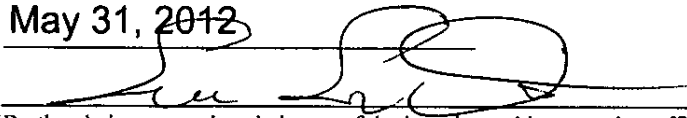
The date of each amendment(s) adoption: May 10, 2012

Effective date if applicable: May 10, 2012
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated May 31, 2012

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Sean Singleton
(Typed or printed name of person signing)

President
(Title of person signing)