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*BOARD CERTIFIED CIVIL TRIAL AND
BUSINESS LITIGATION LAWYER

January 27, 2000

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-01/31/00-01119-001
*****78.75 *****78.75

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: Pinellas Community Orchestra Group, Inc.

TO WHOM IT MAY CONCERN:

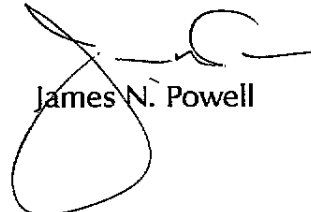
Enclosed are duplicate original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover filing fees in the amount of \$35.00, cost for a certified copy in the amount of \$8.75 and cost for designation of registered agent in the amount of \$35.00.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.



James N. Powell

JNP/lj

Enclosures: a/s
C:\CLIENTS\JNP\CO\GPCOG.002.wpd

Linda Johnson GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART. IV add officers positions
DATE 2/3
DOC. EXAM SHT

S. Thompson FEB 03 2000

FILED
00 JAN 31 PM 4:10
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

PINELLAS COMMUNITY ORCHESTRA GROUP, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the *Florida Statutes*, do agree to the following:

**ARTICLE I.
NAME AND ADDRESS**

The name of this corporation is **PINELLAS COMMUNITY ORCHESTRA GROUP, INC.** and its mailing address is 450 5th Avenue North, St. Petersburg, Florida 33709,

**ARTICLE II.
PURPOSES**

Section 1. This corporation is organized exclusively for charitable, religious, educational and scientific purposes including for such purposes, the making and distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Section 2. The Corporation shall provide orchestral music, classical, semi-classical and jazz music. It is the intent of the Corporation to provide concerts to the general public. The concerts may be provided in various size orchestras, such as concert orchestra, chamber music orchestra, jazz band and the like.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth in the purpose clause hereof. No 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried

on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further future federal tax code, or (b) by an organization, contributions to which are deducted under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 6. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute assets of the corporation exclusively to one or more exempt organizations with purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by

the circuit court of the county in which the principal offices of the corporation is then located exclusively for such purposes or to such organization, or organizations, as said court shall determined, which are organized and operated exclusively for such purposes.

**ARTICLE III.
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE IV.
MEMBERS**

The corporation shall have Members. The membership of this corporation shall constitute all persons hereinafter named as Subscribers, as Directors, and such other persons who, from time to time hereafter, are accepted as members based upon their love of music.

**ARTICLE V.
BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors.

Section 2. This corporation shall have six (6) members of the Board initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are Members of the corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

<u>Name</u>	<u>Address</u>
Richard N. Van Dommelen	9511 86th Avenue North Largo, FL 33777
Aileen B. Chapman	650 Pinellas Point Drive, South St. Petersburg, FL 33705

Al Chiavarini

8377 Devise Drive
Seminole, FL 33777

Richard Dreyer

4124 85th Street North
St. Petersburg, FL 33709

Gary Hughes

2448 Columbine Avenue, #58
Dunedin, FL 34623

Richard T. Eliason

636 15th Avenue Northeast
St. Petersburg, FL 33704

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE VI.
OFFICERS**

Section 1. The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Richard N. Van Dommelen President	9511 86th Avenue North Largo, FL 33777
Aileen B. Chapman Treasurer	650 Pinellas Point Drive, South St. Petersburg, FL 33705
Al Chiavarini Vice President	8377 Devise Drive Seminole, FL 33777

Richard Dreyer
Vice President

4124 85th Street North
St. Petersburg, FL 33709

Richard T. Eliason
Secretary

636 15th Avenue Northeast
St. Petersburg, FL 33704

Section 3. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

Section 4. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 5. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

ARTICLE VII. BYLAWS

The membership shall adopt Bylaws for the corporation at the first meeting of the membership of the corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

ARTICLE VIII. CONDUCT OF AFFAIRS

The conduct of the affairs of the corporation shall be limited by the various provisions of the Bylaws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the corporation, the Directors and the Members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 450 5th Avenue North, St. Petersburg, Florida 33704, and the name of the initial registered agent of this corporation located at that address is **Richard T. Eliason**.

**ARTICLE X.
SUBSCRIBERS**

The subscribers to these Articles of Incorporation are:

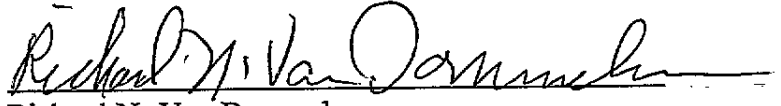
<u>Name</u>	<u>Address</u>
Richard N. Van Dommelen	9511 86th Avenue North Largo, FL 33777
Aileen B. Chapman	650 Pinellas Point Drive, South St. Petersburg, FL 33705
Al Chiavarini	8377 Devise Drive Seminole, FL 33777
Richard Dreyer	4124 85th Street North St. Petersburg, FL 33709
Gary Hughes	2448 Columbine Avenue, #58 Dunedin, FL 34623
Richard T. Eliason	636 15th Avenue Northeast St. Petersburg, FL 33704

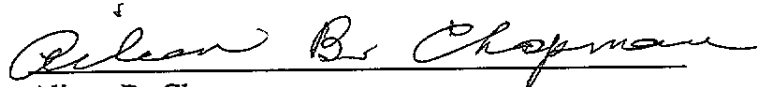
Section 1. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION**

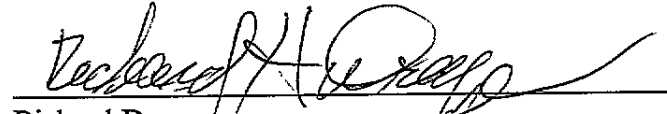
These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the corporation.

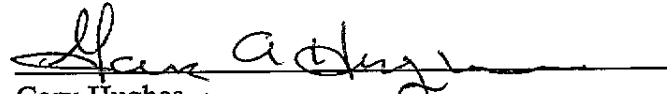
THESE ARTICLES are subscribed to by:

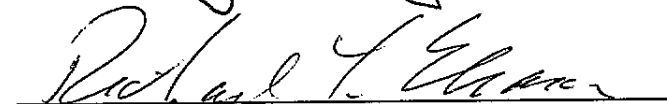

Richard N. Van Dommelen


Aileen B. Chapman


Al Chiavarini


Richard Dreyer


Gary Hughes


Richard T. Eliason

STATE OF FLORIDA)
COUNTY OF PINELLAS)

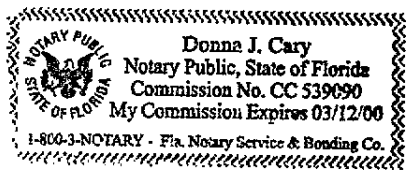
The foregoing instrument was acknowledged before me this 24th day of January, 2000, by **RICHARD N. VAN DOMMELEN**, who is personally known to me, or produced a Florida driver's license or V 535-754-39-021-0 as identification.

My Commission Expires:

Donna J. Cary
Notary Public (SEAL)

Donna J. Cary

(Legibly print name of notary on this line)



STATE OF FLORIDA)
COUNTY OF PINELLAS)

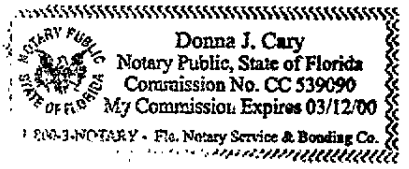
The foregoing instrument was acknowledged before me this 24th day of January, 2000, by **AILEEN B. CHAPMAN**, who is personally known to me, or produced a Florida driver's license or C 155-002-08-520-0 as identification.

My Commission Expires:

Donna J. Cary
Notary Public (SEAL)

Donna J. Cary

(Legibly print name of notary on this line)



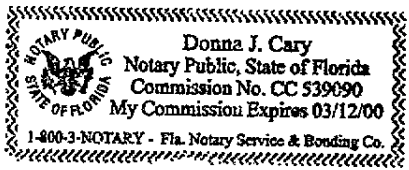
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of January, 2000, by **AL CHIAVARINI**, who is personally known to me, or produced a Florida driver's license or C1165-216-26-206-0 as identification.

My Commission Expires:

Donna J. Cary
Notary Public (SEAL)

Donna J. Cary
(Legibly print name of notary on this line)



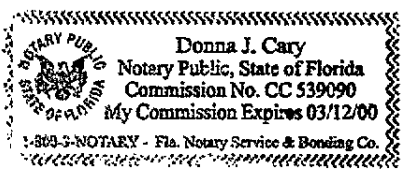
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of January, 2000, by **RICHARD DREYER**, who is personally known to me, or produced a Florida driver's license or D660-748-25-258-099c as identification.

My Commission Expires:

Donna J. Cary
Notary Public (SEAL)

Donna J. Cary
(Legibly print name of notary on this line)



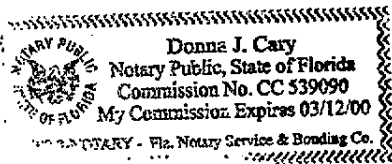
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of January, 2000, by **GARY HUGHES**, who is personally known to me, or produced a Florida driver's license or H 220-281-29-416-0 as identification.

My Commission Expires:

Donna J. Cary
Notary Public (SEAL)

Donna J. Cary
(Legibly print name of notary on this line)



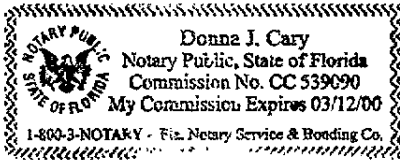
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of January, 2000, by **RICHARD T. ELIASON**, who is personally known to me, or produced a Florida driver's license or E 425-758-32-335-0 as identification.

My Commission Expires:

Donna J. Cary
Notary Public (SEAL)

Donna J. Cary
(Legibly print name of notary on this line)



ACCEPTANCE

I hereby accept to act as Initial Registered Agent for **PINELLAS COMMUNITY ORCHESTRA GROUP, INC.**, as stated in these Articles of Incorporation.



Richard T. Eliason

FILED
00 JAN 31 PM 13:10
SUNSHINE STATE
TALLAHASSEE, FLORIDA