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April 6, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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*****78.75 *****78.75

Re: HERON BANK PARENTS ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed with this correspondence please find an original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$78.75, representing the following charges:

Filing Fee	\$70.50
Certified Copy Fee	8.75

Please provide the undersigned with the Certificate of Incorporation and a certified copy of the Articles of Incorporation at your earliest convenience.

Very truly yours,


Jerald J. Chlipala

JJC/dlc
Enclosures as stated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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**ARTICLES OF INCORPORATION
OF
HERON BAND PARENTS ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA
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**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation is HERON BAND PARENTS ASSOCIATION, INC.

The principal office of this corporation is: Three Oaks Middle School, Attention: Mark Castellano, 18500 Three Oaks Parkway, Fort Myers, Florida 33912.

The mailing address of this corporation is: Three Oaks Middle School, Attention: Mark Castellano, 18500 Three Oaks Parkway, Fort Myers, Florida 33912.

**ARTICLE II
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To promote and support music studies for students of Three Oaks Middle School.

C. To operate exclusively in any other manner for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue six (6) membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be six (6), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at Three Oaks
Middle School on 6th month of each year at 7:00pm, or
at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit or, or be distributable to its members, directors, officers, 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 purposes set forth in Article IV hereof.

B. No substantial 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

The names and addresses of such initial members of the Board of Directors are as follows:

Michael Owens	1787 Castle Harbor Road Fort Myers, FL 33907
Barbara Gburski	18048 Horseshoe Bay Circle Fort Myers, FL 33912
Letha Owen	18573 Wisteria Road Fort Myers, FL 33912
Beverly Tope	15161 North Pebble Lane Fort Myers, FL 33912
Matthew Muller	5782 Beachwood Tr. Fort Myers, FL 33919
Mark J. Castellano	3339-2 Ottawa Circle Fort Myers, FL 33907

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	Michael Owens	1787 Castle Harbor Road Fort Myers, FL 33907
First Vice President	Barbara Gburski	18048 Horseshoe Bay Circle Fort Myers, FL 33912
Second Vice President	Letha Owen	18573 Wisteria Road Fort Myers, FL 33912
Secretary	Beverly Tope	15161 North Pebble Lane Fort Myers, FL 33912
Treasurer	Matthew Muller	5782 Beachwood Tr. Fort Myers, FL 33919
Director of Bands	Mark J. Castellano	3339-2 Ottawa Circle Fort Myers, FL 33907

**ARTICLE IX
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

**ARTICLE X
SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

Michael Owens	1787 Castle Harbor Road Fort Myers, FL 33907
Barbara Gburski	18048 Horseshoe Bay Circle Fort Myers, FL 33912
Letha Owen	18573 Wisteria Road Fort Myers, FL 33912
Beverly Tope	15161 North Pebble Lane Fort Myers, FL 33912
Matthew Muller	5782 Beachwood Tr. Fort Myers, FL 33919
Mark J. Castellano	3339-2 Ottawa Circle Fort Myers, FL 33907

**ARTICLE XI
AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

**ARTICLE XII
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE XIII
REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 3339-2 Ottawa Circle, Fort Myers, Florida 33907, and the name of its registered agent at said address shall be Mark J. Castellano.

**ARTICLE XIV
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 9th day of December 1999.

Witnessed by:

Kathy Soper
Vanessa A. Owens

Subscribers:

[Signature]
Michael Owens

[Signature]
Barbara Gburski

Barbara Gburski

[Signature]
Letha Owen

Letha Owen

[Signature]
Beverly Tope

Beverly Tope

[Signature]
Matthew Muller

Matthew Muller

[Signature]
Mark J. Castellano

Mark J. Castellano

[Signature]
Mark J. Castellano, Registered Agent

00 APR 10 AM 7:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED