

N00000004122



ACCOUNT NO. : 072100000032

REFERENCE : 737094 7130834

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 PM 12: 03

ORDER DATE : June 20, 2000

ORDER TIME : 10:49 AM

ORDER NO. : 737094-005

600003297176--8

CUSTOMER NO: 7130834

CUSTOMER: Ms. Kathleen G. Kozinski
KAYE SCHOLER FIERMAN HAYS &
KAYE SCHOLER FIERMAN HAYS &
777 S. Flagler Dr.
Suite 1002 West Tower
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: OPERA INTERNATIONAL HALL OF
FAME, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini - EXT.

EXAMINER'S INITIALS:

2555
W000-15083

RECEIVED
00 JUN 20 PM 12:
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301
[Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 20, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: OPERA INTERNATIONAL HALL OF FAME, INC.
Ref. Number: W00000015683

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 20 PM 12:03

RESUBMIT
Please give original
submission date as file date.

We have received your document for OPERA INTERNATIONAL HALL OF FAME, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 000A00035033

RECEIVED
00 JUN 22 AM 8:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE.

10/19/00

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 20 PM 12: 03

OPERA INTERNATIONAL HALL OF FAME, INC.

The undersigned subscribers, for purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribe to, acknowledge and file the following Articles of Incorporation.

ARTICLE I

Name and address

The name of the corporation shall be OPERA INTERNATIONAL HALL OF FAME, INC. The address of the corporation shall be c/o Waterview Towers, 400 South Flagler Drive – Apartment 2205, West Palm Beach, Florida 33401.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purposes

The purpose and general nature of this corporation is to establish an Opera International Hall of Fame to provide a positive catalyst for the arts and music. The corporation will:

1. Give the County a sense of history of Opera from its inception and and its development to the present and future; and
2. Provide education through classes, training and instruction in music.

The corporation shall be organized and operated exclusively for charitable purposes in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue rule or regulation), and shall be subject to the following requirements:

- A. No part of the net earnings of the corporation shall inure to the benefit of 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.

- B. 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 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 provisions of any future United States Internal Revenue rule or regulation); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as it now exists or as it may hereafter be amended.

The corporation is organized pursuant to the Florida Non-Profit Corporation Act, F.S. Chapter 617 (1991), for non-profit purposes and does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE IV

Incorporators

The name and residence of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Kathleen G. Kozinski, Esq.	Kaye Scholer Fierman Hays & Handler, LLP 777 South Flagler Drive Suite 1002 – West Tower West Palm Beach, Florida 33401

ARTICLE V

Membership

The membership of the corporation shall be open and in accordance with the By-Laws of the Corporation.

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. The corporation shall have at least three (3) and not more than five (5) directors. The directors shall not be required to be residents of Florida; provided, however, that at all times at least three-fourths (3/4) of the members of the board of directors must be residents of Palm Beach County, Florida.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection and qualification of their successors are as reflected in Exhibit "A" attached hereto and made a part hereof.

The Directors shall be elected in accordance with the bylaws of the Corporation.

B. Elective Officers. The officers of this corporation shall be a president, vice president, secretary and treasurer. Other offices and officers may be established or appointed by the board of directors of this corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

Sherman Adler	President (Addresses are as set forth in Exhibit B hereto.)
Alan Baker	Vice President
Kathleen G. Kozinski, Esq.	Secretary
Donald Freedland, C.P.A.	Treasurer

C. Committees. This corporation shall have such standing and other committees as may be set forth in the corporation's bylaws or as may be appointed from time to time by the Board of Directors of the corporation.

ARTICLE VII

Location of Registered Agent

The address of this corporation's principal office in the State of Florida is Waterview Towers, 400 South Flagler Drive, Apartment 2205, West Palm Beach, Florida 33401.

The name of this corporation's initial Registered Agent and office is Kathleen G. Kozinski, Esq., c/o Kaye Scholer Fierman Hays & Handler, LLP, 777 South Flagler Drive, Suite 1002 - West Tower, West Palm Beach, Florida 33401.

ARTICLE VIII

By-laws

By-laws will be hereinafter adopted by the Board of Directors. Such by-laws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the by-laws shall be binding on all members of this corporation.

ARTICLE IX

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 the directors for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of a quorum of directors of the corporation; provided a minimum of three-fourths (3/4) of those constituting the quorum are from Pleasant City.

ARTICLE X

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation to the full extent permitted by law. The private property of the member shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

ARTICLE XI

Dissolution

In the event the corporation is dissolved within the State of Florida and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State according to the Florida Statutes for dissolving a non-profit corporation. Upon such dissolution the board of directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operating 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 Rule or Regulation) and which is organized for purposes substantially similar to that of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 19 day of June, 2000.


Kathleen G. Kozinski

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of June, 2000, by Kathleen G. Kozinski. She is ~~personally known to~~ me, or has produced / ☒ / her _____ (state) driver's licenses, or / _____ / his _____ (type of identification) as identification.



Marilyn J. Agnew
MY COMMISSION # CC902042 EXPIRES
February 22, 2004
AFFIXED BY THE STATE OF FLORIDA

(AFFIX NOTARIAL SEAL)

Marilyn J. Agnew
(Signature)
Marilyn J. Agnew
(Printed Name)

Notary Public, State of Florida

Commission Expires: 2-22-04

Commission Number: 902042

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


KATHLEEN G. KOZINSKI

STATE OF FLORIDA

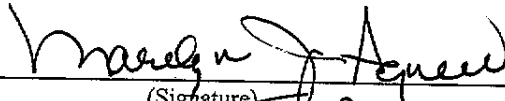
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19 day of June, 2000, by KATHLEEN G. KOZINSKI. She [please check as applicable] / ☒ / is personally known to me, or has produced / / her (state) driver's license, or / / her (type of identification) as identification.



Marilyn J. Agnew
MY COMMISSION # CC902042 EXPIRES
February 22, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

(AFFIX NOTARIAL SEAL)


(Signature)
Marilyn J. Agnew
(Printed Name)

Notary Public, State of Florida

Commission Expiration Date 2-22-04

Serial Number, If Any 902042

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 PM 12:03

EXHIBIT "A"

OPERA INTERNATIONAL HALL OF FAME, INC.

BOARD OF DIRECTORS

Sherman Adler

Alan Baker

Kathleen G. Kozinski

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 PM 12:03

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DIVISION OF CORPORATIONS

00 JUN 20 PM 12: 03

EXHIBIT "B"

OFFICERS OF CORPORATION

<u>Name</u>	<u>Title</u>	<u>Address</u>
Sherman Adler	President	Waterview Towers 400 South Flagler Drive - Apt. 2205 West Palm Beach, FL 33401
Alan Baker	Vice President	2 Peacock Lane Mandham, NJ 07945
Donald Freedland, CPA	Treasurer	c/o Freedland & Archehrd, LLC 181 Charlotte Street Asheville, NC 28801
Kathleen G. Kozinski	Secretary	c/o Kaye Scholer Fierman Hays & Handler, LLP 777 South Flagler Drive Suite 1002 - West Tower West Palm Beach, FL 33401