

ROGERS, MORRIS & ZIEGLER
ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)
JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS*
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N00000005961

August 30, 2000

FILED
00 SEP -5 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE RECORDS BUREAU
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of ARS FLORES CHAMBER ORCHESTRA, INC.

Dear Sir or Madam:

100003382551--3
-09/06/00--01010--014
*****70.00 *****70.00

Enclosed please find the original and executed copy of the Articles of Incorporation for **ARS FLORES CHAMBER ORCHESTRA, INC.** Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee for the Articles of Incorporation.

Please fill in the Florida Registration Number for ARS Flores Chamber Orchestra, Inc., once the corporation has been processed.

Please return to our office a copy of the Articles as filed. Thank you for your prompt attention to this matter.

Very truly yours,
ROGERS, MORRIS & ZIEGLER

RCR
Romney C. Rogers

RCR:sf
Enclosures

Q 9-8

ARTICLES OF INCORPORATION OF
ARS FLORES CHAMBER ORCHESTRA, INC.
A Florida Corporation Not for Profit

FILED
00 SEP -5 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name and Address

The name of this corporation shall be Ars Flores Chamber Orchestra, Inc.

The mailing address of the Corporation shall be 2408 Sunrise Key Blvd., Ft. Lauderdale, Florida 33304-3828.

ARTICLE II

Purposes

Section 1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be the promotion of the performing arts by having students perform with professionals side by side and to produce and present musical concerts.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its by-laws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV
Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170 (c)(2) of the Code.

Section 4. The Corporation shall not invest or conduct other activities that would cause the Corporation to become a "private foundation," as such term is defined in Section 509 of the Code.

ARTICLE V
Dissolution

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition,

qualify as an exempt organization or organizations under Sections 501 (c)(3) and 170 (c)(2) of the Code or to the government of the United States, the state of Florida or any city or county within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation is:

Burt Luce
2408 Sunrise Key Blvd.
Ft. Lauderdale, FL 33304-3828

ARTICLE VII

Terms of Existence

This Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VIII

Non-Stock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE IX

Membership

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

The qualifications for Membership, the manner of admission to Membership, shall be governed and regulated by the by-laws of the Corporation. The by-laws may also provide for additional classes of Members.

ARTICLE X

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Jody Atwood, President
7007 Loch Isle Drive South
Miami Lakes, FL 33015

Mrs. Leslie J. Bahler, Secretary
4041 N.W. 35th Avenue
Ft. Lauderdale, FL 33309-4838

Burt Luce, Treasurer
2408 Sunrise Key Blvd.
Ft. Lauderdale, FL 33304-3828

Section 3. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the by-laws.

Section 4. Directors shall be elected, removed and hold office as provided in the by-laws.

ARTICLE XI

Officers

Section 1. The officers of the Corporation shall include a President, a Vice President, a Secretary, a Treasurer and other officers as designated in the by-laws. The same individual may simultaneously hold more than one office.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the by-laws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is 2408 Sunrise Key Blvd., Ft. Lauderdale, Florida 33304-3828.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Burt Luce.

ARTICLE XIII

By-Laws


The power to adopt, alter, amend or repeal by-laws for the Corporation shall be vested only in the Directors, as more specifically provided in the by-laws.

ARTICLE IV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501 (c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this
29 day of August, 2000.



Burt Luce
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME , the undersigned authority, duly authorized to take acknowledgments and administer oaths in the State and County aforesaid, personally appeared BURT LUCE, who is ☒ personally known to me or who has ☐ produced _____ as identification and who acknowledged before me that he executed these Articles of Incorporation.



Romney C. Rogers
MY COMMISSION # CC786397 EXPIRES
December 3, 2002
BONDED THRU TROY PAUL INSURANCE, INC.

Notary Public

My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT ARS FLORES CHAMBER ORCHESTRA, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 2408 SUNRISE KEY BLVD., FT. LAUDERDALE,
FLORIDA 33304-3828, HAS NAMED BURT LUCE, OF 2408 SUNRISE KEY BLVD., FT.
LAUDERDALE, FLORIDA 33304-3828 AS ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



BURT LUCE

DATED:

August 29, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP -5 PM 4:09

FILED