

NO1000004729

LAW OFFICES

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CLYDE H. WILSON (1908-1994)  
ROBERT M. JOHNSON  
CLYDE H. WILSON, JR.  
JOHN S. JAFFER  
DOUGLAS A. CHERRY

FILED  
01 JUL -2 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
E-MAIL ADDRESSES  
johnson@lawsites.com  
wilson@lawsites.com  
jaffer@lawsites.com  
cherry@lawsites.com

June 27, 2001

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

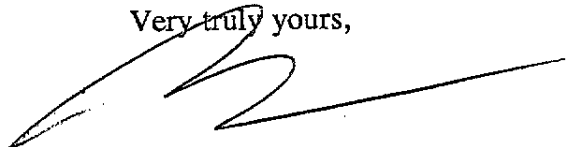
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

We are enclosing Articles of Incorporation of Pass the Torch Muisic Mentoring Program, Inc. and a check for \$78.75 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,



Robert M. Johnson

Encl: Check \$78.75  
Articles of Inc., in duplicate

D. BROWN JUL - 6 2001

**ARTICLES OF INCORPORATION  
OF  
PASS THE TORCH MUSIC MENTORING PROGRAM, INC.  
A Florida Not-For-Profit Corporation**

**FILED**  
01 JUL -2 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation is: **PASS THE TORCH MUSIC MENTORING PROGRAM, INC.** and the initial principal address of the corporation is 5773 Forester Lake Drive, Sarasota, Florida 34243.

**ARTICLE II  
CORPORATE EXISTENCE**

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State of Florida.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt to organizations described in section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

**ARTICLE III  
PURPOSES**

The purposes for which the corporation is organized are as follows:

1. To establish Sarasota, Florida as a center for a music mentoring program that will focus on music education for at risk and not at risk youths that may be indigent and non-indigent.
2. To offer an after school music program that is complimentary to school music programs offered by school districts.
3. To develop and operate a music mentoring program that will focus on American music study programs and expose mentors and develop musical skills in youths.

4. To receive and hold by gift, bequest or purchase any real property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporations purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the forgoing purposes can be authorized to exercise.

5. 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 payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in ARTICLE III.

#### ARTICLE IV POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the act pursuant to and under which this corporation is formed.

ARTICLE V  
MEMBERSHIP

The corporation shall not have members.

ARTICLE VI  
REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 5773 Forester Lake Drive, Sarasota, Florida 34243, and the registered agent at such address is: Steven J. Roiland.

ARTICLE VII  
DIRECTORS

The business affairs of this corporation shall be managed by a board of directors of no less than five (5) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election will be as provided by the By-Laws.

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator is:

Steven J. Roiland  
5773 Forester Lake Drive  
Sarasota, Florida 34243

ARTICLE IX  
OFFICERS

Section 1: The officers of the corporation will be President, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

OFFICE	NAME AND ADDRESS
President	Joseph A. Bruno Jr. 3277 Espanola Drive Sarasota, Florida 34239

OFFICE

NAME AND ADDRESS

Donn Foster  
6031 Anvil Avenue  
Sarasota, Florida 34243

Vice President &  
Secretary/Treasurer

Steven J. Roiland  
5773 Forester Lake Drive  
Sarasota, Florida 34243

ARTICLE X  
BY-LAWS


Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI  
AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the Directors called for that purpose, by a two-thirds (2/3) vote of those members present.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28<sup>th</sup> day of June, 2001.

  
Steven J. Roiland

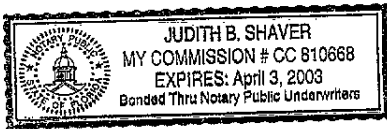
STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Steven J. Roiland to me known personally or has produced \_\_\_\_\_ to be the persons in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that he executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 28<sup>th</sup> day of June, 2001.

(Notary Seal)

Judith B. Shaver  
Notary Public



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**


**FILED**  
01 JUL -2 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.050 I, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **PASS THE TORCH MUSIC MENTORING PROGRAM, INC.**

2. The name and address of the registered agent and office is:

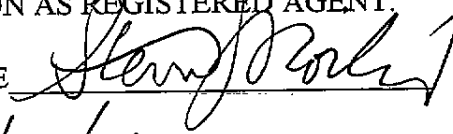
Steven J. Roiland  
5773 Forester Lake Drive  
Sarasota, Florida 34243

  
(Corporate Officer)

TITLE: Resident Agent

DATE: 6/28/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE   
DATE 6/28/01

REGISTERED FILING FEE: \$35.00