

TRANSMITTAL LETTER

NO1000006879

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AND
FILED

SEP 29 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: TALLAHASSEE WINDS INC.
(Proposed corporate name - must include suffix)

000004615730--1
-09/28/01--01012--002
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee & Certificate of Status

☒ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: SANDRA STOCKWELL
Name (Printed or typed)

1548 MARION AVE
Address

TALLAHASSEE, FL 32303
City, State & Zip

850-488-2351
Daytime Telephone number

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

Ba/28
me

**ARTICLES OF INCORPORATION
OF
TALLAHASSEE WINDS, INC.**

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TALLAHASSEE, FLORIDA

ONE

Name and Address

The name of the Corporation and the address of its initial office shall be: Tallahassee Winds, Inc., c/o School of Music, Florida State University, Tallahassee, Florida 32306-1180.

TWO

Perpetual Duration

The Corporation shall have perpetual duration.

THREE

Charitable Purposes and Powers

The Corporation shall be a Not For Profit Corporation under the provisions of the Florida Not For Profit Corporation Act. It shall be organized and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of §501(c)(3) of the Internal Revenue Code. The general purposes for which the Corporation is formed, include without limitation, to operate for educational purposes and for other charitable purposes.

The Corporation shall have full power and authority:

- (a) To accept and receive gifts, grants, contributions, dues and bequests of real and personal property;
- (b) To hold, invest, reinvest and expend such funds and properties so received for such purposes;

(c) To borrow money and issue evidences of indebtedness in furtherance of any of all of the objects of its business; and

(d) Within and subject to the limitations of §501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation including the exercise of all other power and authority enjoyed by Corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in the Article Three and as are exclusively charitable and are entitled to charitable status under §501(c)(3) of the Internal Revenue Code.

FOUR

Publicly Supported Tax-Exempt Nonprofit Corporation

The Corporation shall be neither organized nor operated for pecuniary gain or profit. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes as set forth in Article Three 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of §509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under §170(c)(2) of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of §509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

FIVE

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the directors to carry out the purposes and functions of the Corporation. The directors shall be elected in accordance with the Bylaws of the Corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under §501(c)(3) of the

Internal Revenue Code and which is other than a private foundation within the meaning of §509(a) of the Internal Revenue Code. The directors shall be members of the Corporation and the number of directors of the Corporation shall not be less than three (3); provided, however, that a greater number may be established and revised by a duly adopted Bylaw. A quorum of the Board of Directors shall consist of a majority of the prescribed number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

SIX

Initial Board Of Directors

The initial Board of Directors of the Corporation shall consist of three (3) members, whose names and addresses are set forth below. Each member of the initial Board of Directors shall serve as a director until his successor has been elected and has qualified.

NAME

ADDRESS

Kenneth Kronholz

2206 Killarney Way

Tallahassee, Florida

Kevin Meyer

1570 Coombs Drive

Tallahassee, Florida

Carol Rayboun

1304 Mitchell Avenue

Tallahassee, Florida

SEVEN

Members

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes. Individuals, public organizations, and private incorporated and unincorporated associations interested in the objectives and purposes of the Corporation shall be eligible for membership.

EIGHT

Administration

The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws.

NINE

Reservation of Assets

The assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and §170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s).

TEN

Definitions

For purposes of these Articles of Incorporation, "charitable purposes" include charitable

purposes within the meaning of §501(c)(3) of the Internal Revenue Code, contributions for which are deductible under §170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ELEVEN

Amendments

These Articles of Incorporation may be amended by a two-thirds vote of those voting at any meeting of the membership called for that purpose, provided that the notice of meeting of the membership shall have stated the nature of the proposed amendment.

TWELVE

Bylaws

The Bylaws for the Corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.


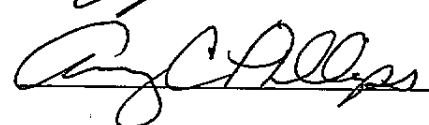
THIRTEEN

Registered Agent

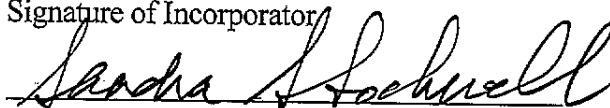
The initial street address of the Corporation's registered office is 3900 Commonwealth Blvd., Tallahassee, Florida. The initial registered agent for the Corporation at that address is Sandra Stockwell.

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this Corporation have executed these Articles of Incorporation, this 27th day of Sept., 2001.

Witnessed By:

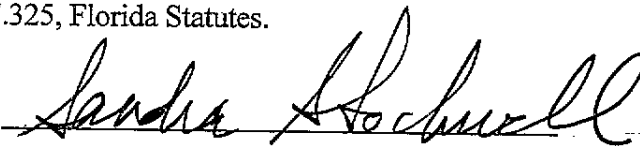



Signature of Incorporator



ACCEPTANCE BY REGISTERED AGENT

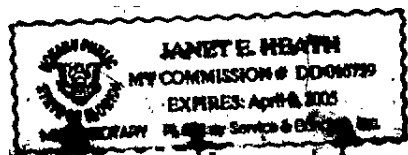
Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of §607.325, Florida Statutes.



STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Sandra Stockwell, to me well known to be the person who executed the foregoing acceptance by the registered agent, and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth on this 26th day of Sept., 2001.




NOTARY PUBLIC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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