

OCT-05-01 FRI 01:45 PM ZSK & S

FAX NO. 407 418 1251

P. 01

Division of Corporations

<https://ccfssl.dos.state.fl.us/scripts/efilecovr.exe>

N0100000 7087

Brass Band of Central Florida
6634 -- 1

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000104968 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407) 425-7010
Fax Number : (407) 425-2747

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -5 PM 2:50

FLORIDA NON-PROFIT CORPORATION

BRASS BAND OF CENTRAL FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

OCT 5 2001

Electronic Filing Menu

Corporate Filing

Public Access Help

(((H01000104968 2)))

**ARTICLES OF INCORPORATION
OF
BRASS BAND OF CENTRAL FLORIDA, INC.**

FILED OF STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 OCT - 5 PM 2:50

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of this Corporation shall be BRASS BAND OF CENTRAL FLORIDA, INC. with its principal office being located at and its mailing address being 3072 Harbor Lake, Ct., Oviedo, Florida 32765.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence immediately upon the filing of the Articles of Incorporation with The Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PURPOSES AND GENERAL POWERS**

This Corporation shall be organized and operated exclusively for literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), and in this connection, to enhance individuals awareness and understanding of the history and development of Brass Band music. This corporation shall not have any corporate stock and shall not operate for profit. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(((H01000104968 2)))

(((H01000104968 2)))

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(((H01000104968 2)))

((H01000104968 2)))

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV
MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 315 E. Robinson St., Ste. 600, Orlando, FL 32801 and the initial registered agent of the Corporation at that address shall be Kraig N. Johnson. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws; provided however, the Corporation shall always have at least three (3) Directors.

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Mark Griffin
3072 Harbor Lake, Ct.
Oviedo, Florida 32765

ARTICLE VIII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

((H01000104968 2)))

(((H01000104968 2)))

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIII
PROHIBITIONS

The corporation shall not:

- (a) Carry on propaganda, or otherwise attempt to influence legislation, nor participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.;
- (b) Cause or allow any part of the net earnings of the corporation to 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 in Article III hereof.

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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

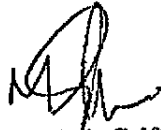
(((H01000104968 2)))

(((H01000104968 2)))

ARTICLE XIV
DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, educational, 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 1986 (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 the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 3rd day of Sept., 2001.



Mark Griffin
Incorporator

(((H01000104968 2)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

BRASS BAND OF CENTRAL FLORIDA, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 315 E. Robinson St., Ste. 600, Orlando, FL 32801, has named and designated Kraig N. Johnson as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of Oct., 2001.


Kraig N. Johnson, Esq.
Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -5 PM 2:50