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2532 EAST FIRST STREET
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February 1, 2002

N02000000962

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 3231

RE: Articles of Incorporation
Fort Myers Symphonic Chorus, Inc.

000004864040--3
-02/04/02--01052--011
*****78.75 *****78.75

Gentlemen:

Enclosed please find an original and copy of the Articles of Incorporation for Fort Myers Symphonic Chorus, Inc., together with a check in the amount of $78.75 to cover the filing fee, registered agent designation and a certified copy of the articles.

Please advise if you will require anything further. Your assistance is appreciated.

Very truly yours,

Elisa S. Worthington

FILED
02 FEB -4 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ESW:mlh
enclosures

ARTICLES OF INCORPORATION
OF
FORT MYERS SYMPHONIC CHORUS, INC.

FILED
02 FEB -4 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation is FORT MYERS SYMPHONIC CHORUS, INC.

ARTICLE II

The principal office of the corporation shall be located in Lee County, Florida. The mailing address of the corporation is P.O. Box 2452, Fort Myers, Florida 33902.

ARTICLE III

This is a non-profit corporation organized pursuant to the Florida Corporations Not for Profit Law set forth in §617 of the Florida Statutes.

The purpose of the corporation is to advance and serve the interests of the Fort Myers Symphonic Chorus, a choral and chamber ensemble which enjoys a professional standard and reputation for musical excellence, dedicated to the performance of significant choral works and innovative programs before both public and private audiences.

This corporation shall operate exclusively for such educational or other purposes as will qualify it as an exempt organization under §501 of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than nine (9) persons. The number of directors of the corporation shall be nine (9), no more than four (4) of whom may be performing members of the Fort Myers Symphonic Chorus. In addition to the nine (9) directors, the executive director and the music director of the Chorus shall sit on the Board in ex officio, non-voting capacity. The number of directors may be changed by a bylaw duly passed or amended.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the Board, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting following the election of the directors and until the qualification of the successors in office. Annual meetings shall be held in the month of August each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required to or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial directors/officers of the Board of Directors are as follows:

John Bryson - Director/Treasurer
2168 Channel Way
North Fort Myers, FL 33916

Kappy King Cole - Director
5911 Tropical Way
Fort Myers, FL 33919

Maria Drumm - Director
7711 Eagles Flight Lane
Fort Myers, FL 33912

Joan Good - Director/Vice-President/Secretary
11640 Court of Palms #203
Fort Myers, FL 33908

Karolyn Griffin - Director
12111 Wedge Drive
Fort Myers, FL 33913

Bill Mudgett - Director
1308 Alhambra Drive
Fort Myers, FL 33901

Stan Vaughn - Director
4536 Vinsetta Ave.
North Fort Myers, FL 33903

Stephanie Webb - Director/President
18356 Deep Pass Lane
Fort Myers Beach, FL 33936

Elisa S. Worthington - Director
P.O. Box 457
Pineland, FL 33945

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers of other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, including services rendered to the corporation by its directors, officers or other private persons, and to make payments and distributions in furtherance of the purposes set forth in Article III.

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 §501 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VII

Upon 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, donate all of the remaining assets of the corporation for scholarship and/or grant purposes.

ARTICLE VIII

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not-For-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, added by resolution of the Board of Directors, or by filing the procedures set forth therefor in the Bylaws.

ARTICLE IX

The name and address of the corporation's registered agent shall be:

Elisa S. Worthington
2532 East First Street
Fort Myers, FL 33901

ARTICLE X

The name and street address of the incorporator is:

John Bryson
2168 Channel Way
North Fort Myers, FL 33916

ARTICLE XI

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the Bylaws of this corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 27th day of November, 2001.

WITNESSED BY:

Alice J. Scott

Christie R. Boule

John Bryson
John Bryson

I, the undersigned, accept the appointment as Registered Agent for this corporation.

WITNESSED BY:

Alice J. Scott

Christie R. Boule

Elisa S. Worthington

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared JOHN BRYSON, the incorporator, and ELISA S. WORTHINGTON, the registered agent, who are personally known to me or who have produced N/A as identification, who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of November, 2001.

Alice J. Scott
NOTARY PUBLIC

Alice J. Scott
NOTARY'S PRINTED NAME

My Commission Expires:

OFFICIAL NOTARY SEAL
ALICE J SCOTT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC725743
MY COMMISSION EXP. MAR. 18,2002

FILED
02 FEB -4 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA