

TRANSMITTAL LETTER

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

No 20000007663

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*****87.50 *****87.50

SUBJECT: THE BACH ENSEMBLE INCORPORATED
(Proposed corporate name - must include suffix)

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

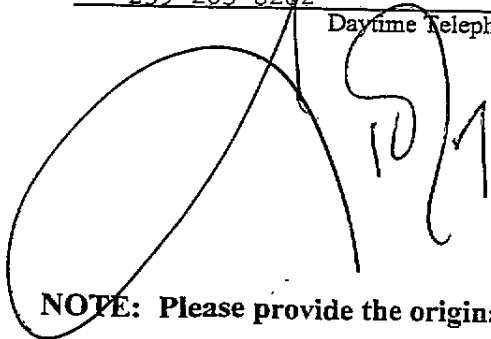
FROM: James A. Pilon
Name (Printed or typed)

1000 Tamiami Trail North, Suite 201
Address

Naples, FL 34102-5481
City, State & Zip

239-263-8282
Daytime Telephone number

FILED
02 OCT -4 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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

ARTICLES OF INCORPORATION
OF
THE BACH ENSEMBLE INCORPORATED

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be:

THE BACH ENSEMBLE, INCORPORATED

The principal office of this corporation shall be located at 3667 Arctic Circle, Naples, Collier County, FL 34112.

ARTICLE II
PURPOSES

This corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, officers, or directors of the corporation, or any 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 this article.

This corporation shall not engage in any activities constituting the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. 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 Internal Revenue Code,

or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III POWERS

This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable and educational purposes for which the corporation is organized.

ARTICLE IV TERM OF EXISTENCE

The corporation shall have perpetual existence; provided, however, that should the corporation at any time be dissolved for any purpose, the disposition of all assets of the corporation upon such dissolution shall be made only unto an organization or organizations which are qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code as such Section now exists or may subsequently be amended, or to the Federal Government, or to a state or local government for public purposes.

Resolved further that the President and Secretary of this corporation be, and they are hereby, authorized and directed, to make, execute and acknowledge a certificate, embracing the forgoing resolutions, and to cause such certificate to be filed and recorded in the office of the Secretary of State in the manner required by Florida Statutes.

ARTICLE V SUBSCRIBERS

The name and residences of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Vito N. Silvestri	3667 Arctic Circle Naples, FL 34112
Alice Frimpter	205 Saint James Way Naples, FL 34104
Michael Frimpter	205 Saint James Way Naples, FL 34104

ARTICLE VI
OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors elected by the members of the corporation as provided in the by-laws; provided, however, that a majority of the members of the Board of Directors must be members of the corporation, and provided, further, that no salaried personnel of the corporation shall be eligible to serve on the Board of Directors of the Corporation. The affairs of this corporation shall be administered by officers who shall be elected by the Board of Directors but who need not be members of the corporation or of the Board of Directors. The officers thus to be elected shall be a President, a Secretary, a Treasurer, and such other officers as the by-laws of the corporation may provide. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the by-laws of the corporation.

The number of directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of the corporation. The number of directors shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Meetings of the directors may be held within or without the State of Florida. Directors need not be members of the corporation.

ARTICLE VII
OFFICERS

The names and address of the officers of this corporation who, subject to these Articles and the by-laws of the corporation and the laws of the State of Florida, shall hold office until the first election of officers is held by the Directors of this corporation and until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Vito N. Silvestri	President	3667 Artic Circle Naples, FL 34112
Gregory Gyllsdorff	Vice-President	2450 Old Groves Road Naples, FL 34109
Bernard J. Brommel	Secretary	421 West Melrose #22A Chicago, IL 60657

Michael Frimpter

Treasurer

205 Saint James Way
Naples, FL 34104

ARTICLE VIII **DIRECTORS**

Six (6) persons shall constitute the first Board of Directors of the corporation. The names and addresses of such persons, who, subject to these Articles of Incorporation, the by-laws of the corporation, and the laws of the State of Florida, shall hold office until the first election of directors is held by the members of the corporation and until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Bernard J. Brommel ✓	421 West Melrose, #22A Chicago, IL 60657
Alice Frimpter	205 Saint James Way Naples, FL 34104
Michael Frimpter	205 Saint James Way Naples, FL 34104
Gregory Gyllsdorff ✓	2450 Old Groves Road Naples, FL 34109
Marc Silvestri	475 Kent Avenue, #302 Brooklyn, NY 11211
Vito N. Silvestri ✓	3667 Arctic Circle Naples, FL 34112

ARTICLE IX **BY-LAWS**

The by-laws of this corporation may be made, altered or rescinded from time to time, in whole or in part, by the vote of two-thirds of the members of the Board of Directors of this corporation present at any meeting of the directors duly called and convened at which a quorum is present, provided that 15 days' advance notice thereof shall have been given in writing by mail to each director prior to such meeting.


ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by resolution adopted by the vote of three-fourths of the members of the corporation present at any meeting of the members duly called and convened at which a quorum is present, provided that thirty days' advanced notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member prior to such meeting.

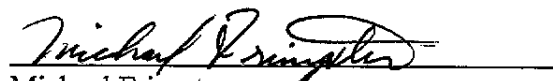
ARTICLE XI
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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. No member, director, officer or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

IN WITNESS HEREOF, we have executed these Articles of Incorporation for the purpose therein expressed the 1 day of October 2002.


Vito N. Silvestri

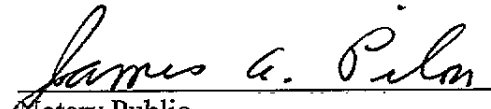

Alice Frimpter


Michael Frimpter

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, on this 1 day of October 2002, personally appeared Vito N. Silvestri, Alice Frimpter and Michael Frimpter, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation as subscribers thereto, and they acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public
Print or Type Name: **James A. Pilon**
My Commission Expires:



James A. Pilon
MY COMMISSION # DD082048 EXPIRES
January 5, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, The Bach Ensemble, Incorporated, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named Vito N. Silvestri, 3667 Arctic Circle, Naples, FL 34112, located at City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Vito N. Silvestri
Vito N. Silvestri

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TALLAHASSEE FLORIDA