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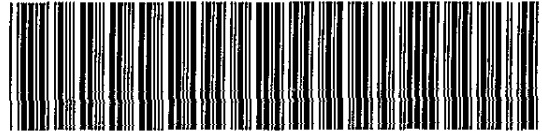
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TALLAHASSEE FLORIDA

3/2/01

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
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November 21, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Articles of Incorporation of JACKSONVILLE STEINWAY
SOCIETY, INC.**

Ladies and Gentlemen:

Enclosed are an original and one (1) copy of Articles of Incorporation of Jacksonville Steinway Society, Inc. Please file the original and return an acknowledgment copy to me. A check for \$70.00 is enclosed to cover the fees.

Thank you for your assistance and cooperation.

Sincerely,



H. LEON HOLBROOK

HLH/crn
Enclosures
cc: Dr. Max C. Karrer

**ARTICLES OF INCORPORATION
OF
JACKSONVILLE STEINWAY SOCIETY, INC.**

A Nonprofit Corporation

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TALLAHASSEE FLORIDA

H. LEON HOLBROOK, incorporator, hereby forms a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes as follows:

ARTICLE I

Name and Address

The name of this corporation is: JACKSONVILLE STEINWAY SOCIETY, INC. and its principal place of business shall be in the City of Jacksonville, Duval County, Florida at 4160 Southside Boulevard, Jacksonville, Florida 32216.

ARTICLE II

Purposes

The general nature of the business to be transacted by this Corporation is as follows:

- To provide musical scholarships to teach underprivileged children to play the piano;
- To engage in musical recitals and activities for the purpose of raising funds to support and fund the musical scholarships described above.

ARTICLE III

Limitations and Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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.

B. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to library, charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal

Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

ARTICLE IV

Registered Agent

The registered office of the Corporation and its registered agent to accept service of process within the State of Florida is H. Leon Holbrook, Esquire, One Independent Drive, Suite 2301, Jacksonville, Florida 32202.

ARTICLE V

Term

This Corporation shall exist perpetually.

ARTICLE VI

Members

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

ARTICLE VII

Subscribers

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

H. Leon Holbrook
Holbrook, Akel, Cold, Stiefel & Ray, P.A.

One Independent Drive, Suite 2301
Jacksonville, Florida 32202-5059

ARTICLE VIII

Directors

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

B. Directors of the Corporation shall, at the annual meetings, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Dr. Max C. Karrer
216 North Wind Court
Ponte Vedra Beach, Florida 32082

Dr. Jay Mandelcorn
4160 Southside Boulevard
Jacksonville, Florida 32216

Aida Ribiero
4160 Southside Boulevard
Jacksonville, Florida 32216

ARTICLE X

Officers

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law) and such other officers as may be provided in the Bylaws of the Corporation.

C. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

D. The names of the officers who shall serve until their successors are elected by the Board of Directors are as follows:

Dr. Max C. Karrer	President
Dr. Jay Mandelcorn	Vice President
Aida Ribiero	Secretary/Treasurer

ARTICLE XI

Bylaws

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and carrying out its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of the Corporation in the manner provided in the Bylaws.

ARTICLE XII

Amendments

The Articles of Incorporation may be amended by a two-thirds vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendment to the membership of the Corporation.

ARTICLE XIII

Defense and Indemnification of

Officers and Directors

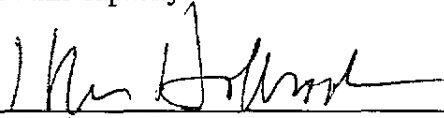
The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonable incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of November, 2002.


H. LEON HOLBROOK
Incorporator

ACCEPTANCE BY RESIDENT AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



H. LEON HOLBROOK

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