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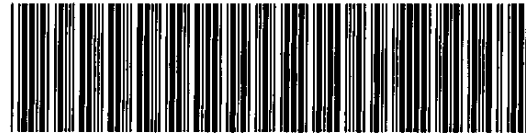
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*Amend + Reinst Act*

*T. Roberts* MAY 28 2006

FILED  
06 MAY 19 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# GORNTO & GORNTO, P.A.

ATTORNEYS AT LAW

149 South Ridgewood Avenue, Suite 550

Daytona Beach, Florida 32114

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May 18, 2006

**Via Federal Express #790434785575**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Daytona Beach Symphony Society Endowment, Inc.

Dear Sir or Madam:

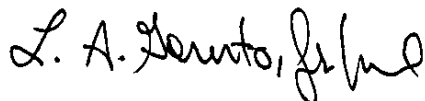
Enclosed are an original and one copy of the Articles of Amendment and Restatement to the Articles of Incorporation of Daytona Beach Symphony Society Endowment, Inc.

I would appreciate your filing these documents upon receipt and forwarding one certified copy of the Articles of Amendment to me by U.S. Mail on the date of filing.

I have enclosed a check in the amount of \$43.75 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,



L. A. Gornito, Jr.  
LAG/ml  
Enclosures

ARTICLES OF AMENDMENT AND RESTATEMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DAYTONA BEACH SYMPHONY SOCIETY ENDOWMENT, INC.

FILED  
06 MAY 1979 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned corporation adopts the following articles of amendment and restatement to its articles of incorporation:

FIRST: Amendments and restatements adopted:

ARTICLE 1. NAME

The name of this corporation shall be the DAYTONA BEACH SYMPHONY SOCIETY ENDOWMENT, INC. (the "Endowment"). The Endowment may register the name "Daytona Beach Symphony Society Endowment" or a similar term as a fictitious name.

ARTICLE 2. ADDRESS OF PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Endowment is 149 S. Ridgewood Avenue, Suite 550, Daytona Beach, FL 32114.

ARTICLE 3. DURATION

The period of the duration of the Endowment is perpetual unless dissolved according to law.

ARTICLE 4. PURPOSES

The general purposes of the Endowment are to support and assist the Daytona Beach Symphony Society, Inc. (the "Symphony Society"), a Florida not-for-profit corporation and a tax exempt organization under 501(c)(3) of the Internal Revenue Code, in providing the community with a wide range of symphonic and orchestral music and other artistic programs, specifically to:

Section 1. Provide support and assistance for the goals, plans and activities of the Symphony Society;

Section 2. Promote knowledge and understanding in the community of the goals, plans and activities of the Symphony Society; and

Section 3. Support the musical, cultural, educational and other charitable activities of the Symphony Society by requesting, receiving, holding, investing, administering, granting and disbursing gifts of funds and property to or for the benefit of the Symphony Society.

ARTICLE 5. POWERS

The Endowment shall have all of the powers now provided or which may hereafter be provided for not-for-profit corporations by the laws of the State of Florida, and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes. Included among these powers, without limitation, are the powers to:

Section 1. Promote the interests of the Symphony Society in the community by,

without limitation:

(i) representing the Symphony Society and the Endowment on boards and committees of organizations and activities which can benefit the Symphony Society and serve the purposes of the Endowment; and

(ii) explaining the goals and activities of the Symphony Society to civic organizations, schools, businesses, governmental organizations, foundations and funding sources.

Section 2. Receive and manage funds and apply the income thereof and, at the discretion of the Board of Directors of the Endowment, any portion of the principal thereof which is not restricted by the terms of gift, for the general purposes of the Endowment and to exercise other financial powers including, without limitation:

(i) requesting, receiving, investing, granting and expending gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely or in trust, subject only to any conditions imposed by law or by the terms of a gift;

(ii) buying, selling, leasing, conveying and disposing of any of its property and investing or reinvesting any proceeds therefrom; and

(iii) borrowing sums of money in order to accomplish the purposes of the Endowment, subject to specific, advance approval of the terms and conditions of such borrowing by the Board of Directors of the Endowment, as provided in the Bylaws of the Endowment, and subject to the limitation that no assets held by the Endowment may be pledged or committed in a manner which would violate the terms of the instrument under which such assets which received or held.

Section 3. Notwithstanding any other provision of these Articles, the Endowment shall not engage in any activities prohibited by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as revised from time to time, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as revised from time to time. The Endowment shall not be empowered to do any act or thing which would cause it to lose its status as a not-for-profit corporation under the laws of the United States or of the State of Florida. No part of the Endowment's funding or activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Endowment shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

#### ARTICLE 6. NONMEMBERSHIP ORGANIZATION

The Endowment is a non-membership organization and it shall not have members.

#### ARTICLE 7. BOARD OF DIRECTORS AND OFFICERS

Section 1. All corporate powers of the Endowment shall be exercised by or under the authority of the Board of Directors of the Endowment.

Section 2. The Board of Directors of the Endowment shall include not less than three (3) and not more than fifteen (15) directors who shall be elected by the Board of

Directors of the Endowment as provided by and in accordance with the Bylaws of the Endowment. Notwithstanding the foregoing, no person may serve as a Director of the Endowment while he or she is serving as an officer of the Symphony Society; and no more than two persons may serve as a Director of the Endowment while he or she is also serving as a Director of the Symphony Society. The number of members of the Board of Directors of the Endowment may be increased or decreased from time to time as provided in the Bylaws of the Endowment, but in no event shall the number of directors be less than three (3). The President of the Symphony Society shall be designated an ex officio member of the Board of Directors of the Endowment.

Section 3. The Officers of the Endowment shall be as specified in the Bylaws of the Endowment.

Section 4. The qualifications, election procedures, terms of service, powers and duties of the Directors and Officers of the Endowment shall be specified in the Bylaws of the Endowment.

#### ARTICLE 8. BYLAWS

The Bylaws of the Endowment shall be adopted by the Board of Directors of the Endowment, and may be altered, amended or rescinded by the Board of Directors of the Endowment in the manner provided for in the Bylaws of the Endowment.

#### ARTICLE 9. AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any meeting of the Board of Directors of the Endowment in accordance with the Bylaws of the Endowment.

#### ARTICLE 10. EARNINGS

No part of the net earnings of the Endowment, if any, shall enure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except that the Endowment is authorized and empowered, upon approval by the Board of Directors, to pay reasonable compensation to any person or organization for authorized services rendered, to reimburse Officers and Directors of the Endowment for authorized expenses incurred by them in the performance of their duties. All such payments shall be governed by provisions of the Bylaws of the Endowment.

#### ARTICLE 11. DISSOLUTION

In the event of dissolution of the Endowment or termination of its affairs, the Board of Directors of the Endowment shall, after paying or making provision for payment of all of the liabilities of the Endowment, distribute all of the remaining assets of the Endowment to the Symphony Society to be used exclusively for the general purposes for which the Endowment was organized, subject to the conditions, restrictions, and limitations to which such assets were subject when they were assets of the Endowment; provided, however, if the Symphony Society is not then an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as revised from time to time, or corresponding sections of any future law, the Directors shall instead distribute such remaining assets of the Endowment to an organization that is then an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as revised from time to time, or corresponding sections of any future law. No individual shall be entitled to share in the distribution of any of the assets of the Endowment upon dissolution or termination.

## ARTICLE 12. INCORPORATOR

The name and address of the sole incorporator of the Endowment is:

L. A. Gornto, Jr., Esq.  
149 S. Ridgewood Avenue, Suite 550  
Daytona Beach, FL 32114

## ARTICLE 13. INDEMNIFICATION

Every Director, Officer and employee of the Endowment shall be indemnified by the Endowment against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, Officer or employee of this Endowment, or any settlement thereof, whether or not they are Directors, Officers or employees at the time such are incurred, except in such cases where the Director, Officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors of the Endowment approves such settlement and reimbursement as being in the best interests of the Endowment. With prior approval of the Board of Directors, costs, charges and expenses (including attorneys' fees) incurred by a Director, officer or employee may be paid by the Endowment in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director, Officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such Director, Officer or employee is not entitled to be indemnified by the Endowment as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the Endowment to indemnify a Director, Officer or employee or to make advances to a Director, Officer or employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, Officers or employees shall be entitled. Notwithstanding the foregoing, the Board of Directors of the Endowment shall have the power to consolidate the representation of individual Directors, Officers and employees so that the Endowment shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Endowment and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Endowment.

## ARTICLE 14. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Endowment's initial registered office in the State of Florida is 149 South Ridgewood Avenue, Suite 550, Daytona Beach, FL 32114, and the name of the Endowment's initial registered agent at such office is L. A. Gornto, Jr, Esq., who shall accept service of process within this State and serve in such capacity until a successor is selected and duly designated.

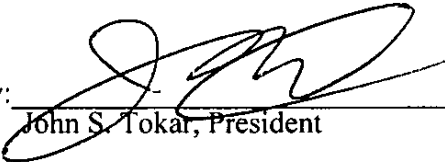
SECOND: The Daytona Beach Symphony Society Endowment, Inc. has no members. Therefore, no vote by the members was required to approve the adoption of this amendment and restatement.

THIRD: This amendment and restatement was adopted by the Board of Directors as of May 18, 2006.

FOURTH: These Articles of Amendment and Restatement to the Articles of Incorporation of Daytona Beach Symphony Society Endowment, Inc. supersede the original articles of incorporation and all amendments thereto.

The undersigned has executed these Articles of Amendment and Restatement to the Articles of Incorporation of Daytona Beach Symphony Society Endowment, Inc. on this 18<sup>th</sup> day of May, 2006.

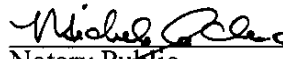
Daytona Beach Symphony Society Endowment, Inc.

By:   
John S. Tokar, President

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Articles Amendment and Restatement of the Articles of Incorporation of Daytona Beach Symphony Society Endowment, Inc. was acknowledged before me this 18<sup>th</sup> day of May, 2006, by John S. Tokar, as President of Daytona Beach Symphony Society Endowment, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me and who did not take an oath.

  
Notary Public  
State of Florida at Large  
My Commission Expires:



Michele LeClerc  
MY COMMISSION # DD197094 EXPIRES  
April 28, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.