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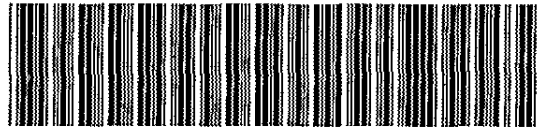
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03 MAY 12 PM 2:52

SECURITY OF STATE
TALLAHASSEE, FLORIDA

5-19-03
[Signature]

TAŠO M. MILONAS, P.A.

Taso M. Milonas, J.D., LL.M.
Board Certified Tax Lawyer

May 7, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

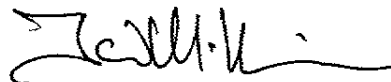
Re: **THE COMMUNITY MUSIC SCHOOL FOUNDATION, INC.**

Dear Sir or Madam:

Enclosed for filing please find an original and one (1) copy of the articles of incorporation for the above-referenced corporation and our check in the amount of \$78.75 to cover the filing fee and certificates of status. **Please return your date-stamped copy and certificate in the enclosed envelope.**

Thank you for your prompt attention to the foregoing. If you have any questions or require any additional information, please contact the undersigned.

Sincerely,



Taso M. Milonas

TMM/kf
Enclosures

ARTICLES OF INCORPORATION
OF
THE COMMUNITY MUSIC SCHOOL FOUNDATION, INC.

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03 MAY 12 PM 2: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

THE COMMUNITY MUSIC SCHOOL FOUNDATION, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

2329 North Tamiami Trail
Sarasota, Florida 34234

ARTICLE III

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable and educational purposes with its principal purpose to act as a supporting organization for The Community Music School of Southwest Florida, a Florida not for profit corporation. As means of accomplishing the foregoing, it shall be within the purposes of this corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the directors of this corporation and which shall further said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations

hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable and educational purposes either directly or by contributions to organizations exempt under §501(c)(3) of the Code and the regulations thereunder.

(c) No part of the net earnings of this corporation shall inure to the benefit of any director or officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this 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.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under §170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable or educational organizations which would then qualify for the provisions of §501(c)(3) of the Code and the regulations issued thereunder, and no director or officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1800 Second Street, Suite 884, Sarasota, Florida 34236, and the initial registered agent of this corporation at such office shall be Taso M. Milonas. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws. The number of directors shall be not less than three (3), nor more than fifteen (15) members, the exact number of directors to be fixed from time to time as provided in the bylaws. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, 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 directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of three (3) members, such members to hold office until their successor has been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
John J. Geldi, Jr.	172 Yacht Harbor Drive Osprey, Florida 34229
Mary Geldi	172 Yacht Harbor Drive Osprey, Florida 34229
Thomas B. MacCabe, Jr.	284 Sugar Mill Drive Osprey, Florida 34229

ARTICLE VIII

Incorporators

The names and street addresses of the incorporators making these Articles of Incorporation are:

Name

Address

John J. Geldi, Jr.

172 Yacht Harbor Drive
Osprey, Florida 34229

Mary Geldi

172 Yacht Harbor Drive
Osprey, Florida 34229

Thomas B. MacCabe, Jr.

284 Sugar Mill Drive
Osprey, Florida 34229

ARTICLE IX

Bylaws

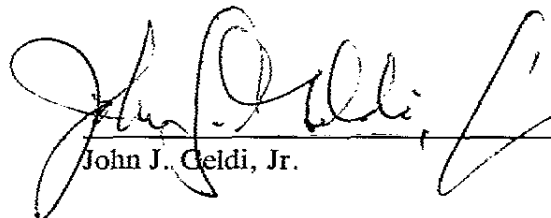
Except as provided in the initial bylaws of this corporation, the bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been mailed by the secretary to all members of the Board of Directors at least ten (10) days before the meeting.

ARTICLE X

Amendment of Articles of Incorporation

These articles may be amended by resolution adopted by the majority vote of the Board of Directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten (10) days advance notice of the proposed amendment to be considered shall have been given in writing by mail to each director prior to such meeting, or such notice shall have been waived in writing.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.


John J. Geldi, Jr.

Mary Geldi

Mary Geldi
Thomas J. MacCabe, Jr.

Thomas J. MacCabe, Jr.

THE COMMUNITY MUSIC SCHOOL FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Service as Registered Agent

The undersigned, TASO M. MILONAS, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of §607.0505, Florida Statutes.

DATED this 7th day of May, 2003.


TASO M. MILONAS