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FLORIDA NON-PROFIT CORPORATION

ORLANDO ACOUSTIC GUITAR SOCIETY, INC.

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**ARTICLES OF INCORPORATION
OF
ORLANDO ACOUSTIC GUITAR SOCIETY, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act," Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation is: Orlando Acoustic Guitar Society, Inc.

ARTICLE II

PURPOSES

This corporation is organized exclusively for charitable, literary, educational and scientific purposes and 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, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee or 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. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

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ARTICLE III

DIRECTORS

The Board of Directors shall have all voting powers. The Directors shall elect their own successors, and may succeed themselves in office. Any natural person of legal age shall be qualified to be a member of the Board of Directors. The corporation shall have such members as set forth in the Bylaws.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall commence existence on the date of filing of these Articles of Incorporation with the Secretary of State of Florida and shall exist perpetually.

ARTICLE V

INCORPORATOR

The name and address of the subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
Craig A. Minegar	250 Park Avenue South 5th Floor Winter Park, Florida 32789

ARTICLE VI

OFFICERS

The affairs of the corporation shall be managed by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers as may be provided for by the Board of Directors from time to time in the Bylaws. An Officer or Director may hold one or more offices. The Officers shall be elected by the Board of Directors annually in accordance with the provisions of the Bylaws.

ARTICLE VII

INITIAL OFFICERS

The names of the Officers who are to serve until the first election hereunder are:

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President	Willard Becker
Vice President	Craig A. Minegar
Treasurer	Willard Becker
Secretary	Willard Becker

ARTICLE VIII

DIRECTORS

The Board of Directors of the Corporation shall consist of not less than three (3) persons nor more than ten (10) persons, the exact number to be determined in accordance with the provisions of the Bylaws.

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the persons who are to serve as initial Directors until the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>
Willard Becker	3508 Manitou Drive Orlando, FL 32829
Craig A. Minegar	Winderweedle, Haines, Ward & Woodman, P.A. 250 Park Avenue South, 5 th Floor Winter Park, FL 32789
Thomas E. Powell	1938 Maple Leaf Drive Windermere, FL 34786
Jim Spence	9827 Peddlers Way Orlando, FL 32817
Susan Foster-Trewick	9525 Handley Court Orlando, FL 32817-2779
Ron Brooks	5607 Deepdale Drive Orlando, FL 32821

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ARTICLE X

BYLAWS

The Bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Directors of the corporation.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors of the corporation.

ARTICLE XII

MISCELLANEOUS

Section 1. Neither the members, Directors, nor Officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member, Director or Officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. The corporation shall have no capital stock.

Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

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ARTICLE XIII**DISSOLUTION**

Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of Orange County, Florida, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIV - Initial Principal Office;
Initial Registered Office and Agent**

The address of the initial principal office of the corporation is 3508 Manitou Drive, Orlando, Florida 32839. The initial registered office of the corporation shall be 3508 Manitou Drive, Orlando, Florida 32839, and the registered agent of the corporation at that office shall be Willard Becker.

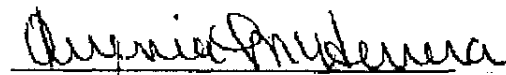
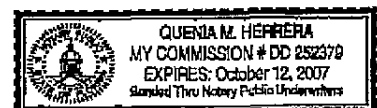
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 24 day of October, 2003.


Craig A. Minegar

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24 day of October, 2003, by Craig A. Minegar.


Notary Public
My Commission Expires:

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 617, Fla. Stat. and accepts the appointment to serve as the initial Registered Agent of Orlando Acoustic Guitar Society, Inc.

DATED this 2^d day of October, 2003.

Willard Becker
Willard Becker

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