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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04-25-04
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RAHDERT, STEELE, BRYAN, BOLE & REYNOLDS, P.A.

ATTORNEYS AT LAW

THE ALEXANDER BUILDING

535 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701-3703

GEORGE K. RAHDERT
ALISON M. STEELE
PENELOPE T. BRYAN
BRADLEY M. BOLE
THOMAS E. REYNOLDS

OF COUNSEL:
JOHN W. DAY

TELEPHONE
(727) 823-4191

FACSIMILE
(727) 823-6189

April 22, 2004

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

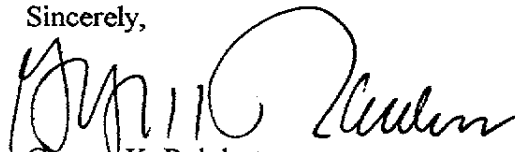
Re: The Bose Institute, Inc., a Florida not-for-profit corporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced not-for-profit corporation. Please provide us with file-stamped copy and proof of filing. Enclosed is a check in the amount of \$78.75 for the filing fee.

Thank you for your attention to this matter.

Sincerely,



George K. Rahdert

:mjf
Encl.

ARTICLES OF INCORPORATION
OF
THE BOSE INSTITUTE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation not for profit, adopts the following Articles of Incorporation for such Corporation not for profit pursuant to Chapter 617 Florida Statutes 2003 as restated and amended.

I. Corporate Name. The name of the Corporation shall be THE BOSE INSTITUTE, INC.

II. Corporate Purpose. The Corporation is organized and shall be operated exclusively for educational purposes as contemplated by Section 501(c)(3), Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.) The Bose Institute shall maintain a regular faculty and curriculum, and a regularly enrolled student body, at the place where its educational activities are regularly carried on.

III. Restrictions on Corporate Powers. The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations, and, in addition thereto, the following restrictions shall apply:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members,

trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes as set forth in Article II hereof.

(b) 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 publishing or distribution of statements) any political campaign on behalf of 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 (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(c) The Corporation shall not discriminate against any student or other person on the basis of race, color, gender, age, religion, national origin, condition of handicap or pregnancy, or sexual preference.

IV. Duration of Corporation Existence. The Corporation shall have perpetual existence.

V. Disposition of Assets Upon Dissolution. In the event

of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local Government for exclusive public purpose.

VI. Qualification of Members; Admission. All natural persons over the age of eighteen (18) years who are interested in furthering the educational purposes of the Corporation shall be eligible for membership. Qualified persons nominated by two (2) members shall be admitted upon majority vote of the members.

VII. Subscriber. The name and residence of the original incorporator to these Articles of Incorporation are:

GEORGE K. RAHDERT	535 Central Avenue
	St. Petersburg, FL 33701

VIII. Officers. The affairs of the Corporation shall be managed by a president, chairman of the board, treasurer, and secretary who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the trustees, or as may be provided in the By-Laws. Officers of the Corporation need not be members thereof and shall be elected by the trustees at the next annual meeting and at subsequent annual meetings of the Board of Trustees. All officers shall continue to serve until the election of their successors. The Board of Trustees shall elect

officers to fill the following positions:

President
Chairman of the Board
Secretary
Treasurer

IX. Board of Trustees. The Corporation shall be governed by a Board of Trustees, elected by the membership in the manner provided for in the By-Laws. The Board of Trustees may be increased or decreased as provided in the By-Laws but in no case shall the number of trustees be less than three (3). Trustees shall hold their offices for one (1) year, or such other period as the By-Laws shall determine, and shall serve until their successors are elected and qualified.

X. Acceptance of Gifts, Devises and Bequests; Application Thereof. The officers or trustees of the Corporation may accept -- on its behalf, any designated contribution, gift, or devise consistent with the general purposes of the Corporation, and where consistent with the purposes of the Corporation as set forth in designated contributions by donors, and designations will be honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions and the full discretion as to the ultimate expenditure or distribution of the contribution of the satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to insure that all contributions will be used to carry out its educational

purposes. In the event the Corporation shall be the beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the educational purposes to be served by such conditions. In the event that any officer or trustee of the Corporation acts in any manner inconsistent with conditions imposed upon the gifted property, which could impair the ability of the Corporation to continue to hold and own said property, or is reasonably calculated to cause the divestiture of said property, such as amendment of this Article X, such action is cause for removal of said officer or trustee. In order to avoid undue intrusion on the educational purposes of the Corporation, should the Corporation become the owner of more than 50% of the voting power of any business enterprise, the By-Laws shall provide a means by which said voting power shall be exercised, to the extent permitted by the laws of Florida, by the persons who manage said enterprise.

XI. Adoption and Amendment of By-Laws. The By-Laws of the Corporation shall be adopted by the Board of Trustees. Amendments of the By-Laws may thereafter be proposed by two-thirds (2/3) vote of the Board of Trustees at any regular or special meeting thereof, provided that notice of such meeting containing the text of the proposed By-Law amendment is furnished to each Trustee or member at least five (5) days prior to such meeting, and shall be ratified and approved by the membership.

ACCEPTANCE OF RESIDENT AGENT

GEORGE K. RAHDERT, a natural person residing in the State of Florida, hereby accepts appointment as Resident Agent of THE BOSE INSTITUTE, INC.



GEORGE K. RAHDERT