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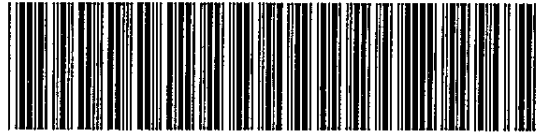
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Steel Hector & Davis LLP  
200 South Biscayne Boulevard  
Suite 4000  
Miami, FL 33131-2398  
305.577.7000  
305.577.7001 Fax  
www.steelhector.com

James E. Morgan, III, P.A.  
305.577.2875  
jmorgan@steelhector.com

September 17, 2004

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

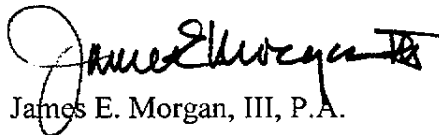
**Re: Articles of Incorporation of Venetian Voices, Inc. (a Florida Not-For-Profit Corporation)**

Ladies and Gentlemen:

Enclosed please find my check in the amount of \$78.75 and Articles of Incorporation for Venetian Voices, Inc. for filing. Please provide me with a Certified Copy. I have enclosed a stamped self-addressed envelope for the return of the Certified Copy of the Articles of Incorporation.

Thank you, and should you have any questions, please do not hesitate to call me at (305) 577-2875.

Very truly yours,

  
James E. Morgan, III, P.A.

JEM:sl  
Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**VENETIAN VOICES, INC.**  
**(A Florida Not-For-Profit Corporation)**

**Article I**  
**NAME**

The name of this corporation shall be VENETIAN VOICES, INC., hereinafter called (the "Corporation").

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 2617 Cardena Street, Coral Gables, Florida 33134.

**Article III**  
**PURPOSE**

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

To provide choral and instrumental music to enrich the appreciation of the musical arts across all elements of society, and to carry on such other activities (including, without limitation, performance, education and community outreach) which are in furtherance and support of the foregoing purpose as are lawful and proper for Corporations formed under the Florida Not For Profit Corporation Act (the "Act") and section 501(c)(3) of the Code.

**Article IV**  
**MEMBERSHIP**

The Corporation shall have no members.

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**Article V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 25 West Flagler Street, Suite 800, Miami, Florida 33130 and the name of the Corporation's initial registered agent at that address is Katherine W. Ezell.

**Article VI**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be nine (9). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Scott Baker  
7920 Comino Real, M-407  
Miami, Florida 33143

Deborah Davidson  
6395 S. Mitchell Manor Circle  
Miami, Florida 33156

Katherine Ezell  
4280 Bargello Avenue  
Coral Gables, Florida 33146

Martha Ann Haas  
5000 S.W. 83<sup>rd</sup> Street  
Miami, Florida 33143

George Gregory Hobbs  
2617 Cardena Street  
Coral Gables, Florida 33134

James Morgan  
7545 S.W. 53<sup>rd</sup> Court  
Miami, Florida 33143

Pamela Poulos  
1444 Mendavia  
Coral Gables, Florida 33146

Oliver Schlaffer  
7601 E. Treasure Drive, Apt. #1007  
Bay Harbor Village, Florida 33141

Jennifer Lee Tisthammer  
J. Lee and Associates, Inc.  
805 Messina Avenue  
Coral Gables, Florida 33134

**Article VII**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

James E. Morgan, III, P.A.  
c/o Steel Hector & Davis, LLP  
200 S. Biscayne Boulevard  
Miami, Florida 33131-2938

**Article VIII**  
**DISSOLUTION**


Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

**Article IX**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (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 Code (or the corresponding provision of any future United States Internal Revenue Law).

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on this 17<sup>th</sup> day of September, 2004.

James E. Morgan, III, P.A.

By:   
James E. Morgan, III, President  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

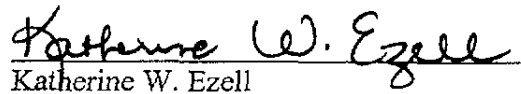
**WITNESSETH:**

That, VENETIAN VOICES, INC., desiring to organize under the laws of the State of Florida, has named Katherine W. Ezell, located at 25 West Flagler Street, Suite 800, Miami, Florida 33130, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 17<sup>th</sup> day of September, 2004.

  
Katherine W. Ezell

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CLERK OF COURT  
CLERK OF COURT