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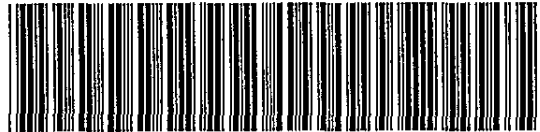
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**METTLER  
SHELTON  
RANDOLPH  
& MAREK**

File No. 3137.1  
Direct Dial Telephone: 561-472-6088  
Direct Dial Facsimile: 561-472-6089  
crandolph@mettlerlaw.com

**VIA FEDERAL EXPRESS**

November 2, 2004

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

**Subject: Music in the Mountains, Inc.**

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Music in the Mountains, Inc. and a check in the amount of :

\$87.50 for  
Filing Fee, Certified Copy & Certificate of Status

Please forward the Certified Copy of the Articles of Incorporation and the Certificate of Status to me in the enclosed envelope as soon as convenient.

Thank you.

Sincerely,



J. Cater Randolph, II, Esquire  
Mettler, Shelton, Randolph & Marek  
340 Royal Poinciana Way, Suite 340  
Palm Beach, FL 33480  
561-472-6088

CR/ms/Enclosure

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**ARTICLES OF INCORPORATION  
OF**

**MUSIC IN THE MOUNTAINS, INC.**

*a Non-Profit Florida Corporation*

*(Pursuant to Chapter 617, Florida Statutes.)*

The undersigned person acting as incorporator of a Corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the Corporation.

**Article I**

The name of this corporation is Music In the Mountains, Inc..

**Article II**

The Corporation shall have perpetual duration.

**Article III**

The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

The specific purpose of the non-profit corporation is to provide an opportunity for classical music education to the children of the Cashiers Valley and the Highlands Plateau in North Carolina.

#### **Article IV**

The corporation shall have no members and shall not issue stock.

#### **Article V**

The initial principal office and mailing address of the corporation is Mettler, Shelton, Randolph & Marek, 340 Royal Poinciana Way, Suite 340, Palm Beach, FL 33480.

This corporation appoints J. Cater Randolph, II, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. The complete name and address of the Registered Agent is J. Cater Randolph, II, Mettler, Shelton, Randolph & Marek, 340 Royal Poinciana Way, Suite 340, Palm Beach, FL 33480

#### **Article VI**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors composed of five (5) initial Directors and whose replacements shall thereafter be named by the remaining members of the Board of Directors as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine and as may be provided in the Bylaws. However, the number of directors shall at all times at least be three in number. In case of any increase in the number of directors, the additional directors may be elected by the directors at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
H. Mitchell Watson	333 Eden Road, Palm Beach, FL 33480
Dr. Bruce Berryhill	P.O. Box 1945, Cashiers, NC 28717
Dr. Patricia Ingerham	Summit Charter School, 160 Frank Allen Road, Cashiers, NC 28717
Dr. Carol Rector	Blue Ridge School, Highway 107 N., Glenville, NC 28736
Dr. Robert Kerberg	Western Carolina University, Department of Music, Cullowhee, NC 28723

#### **Article VII**

The name and address of the incorporator is: H. Mitchell Watson, 333 Eden Road, Palm Beach, Florida 33480.

### **Article VIII**

The Board of Directors shall elect the following officers: president, vice-president, treasurer, and secretary and any other officers which the By-Laws of this Corporation authorize the Directors to elect. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporate officers:

H. Mitchell Watson	President
Dr. Patricia Ingerham	Vice President
Dr. Carol Rector	Vice President
Dr. Robert Kerberg	Vice President
Dr. Bruce Berryhill	Treasurer and Secretary

### **Article IX**

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted solely by the Directors.

### **Article X**

The property of the corporation is irrevocably dedicated to charitable purposes.

No property of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members or trustees, if any, 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 Section 501(c)(3) purposes. 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 or in opposition to 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 (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

#### **Article XI**

On 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, educational or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **Article XII**

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. In addition:

1. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

#### **Article XIII**

Amendments to these Articles of Incorporation may be adopted by a vote of at least two-thirds of the Directors of the Corporation.

#### **Article XIV**

These Articles are to be effective upon the date of filing.

I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this Not For Profit Charitable Corporation under the Laws of Florida, have executed these Articles of Incorporation on NOVEMBER 1<sup>ST</sup>, 2004.

INCORPORATOR\_

  
H. MITCHELL WATSON

STATE OF FLORIDA

COUNTY OF PAUM BEACH

The foregoing instrument was acknowledged before me this 1<sup>ST</sup> day of NOVEMBER, 2004 by H. Mitchell Watson, the incorporator, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

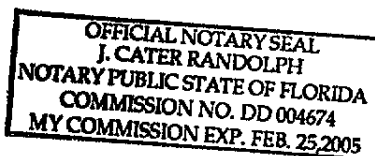


Notary Public

Print Name:

My Commission Expires:

(NOTARY SEAL)



CERTIFICATE DESIGNATING REGISTERED  
OFFICE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 617.013, Florida Statutes, the following is submitted in compliance with said Act:

That Music in the Mountains, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at Mettler, Shelton, Randolph & Marek, 340 Royal Poinciana Way, Suite 340, in the Town of Palm Beach 33480, County of Palm Beach, has named J. Cater Randolph, II as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATE: 11/1/04

REGISTERED AGENT

J. Cater Randolph, II  
J. CATER RANDOLPH, II

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