

N040000/1040

(Requestor's Name)

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(City/State/Zip/Phone #)

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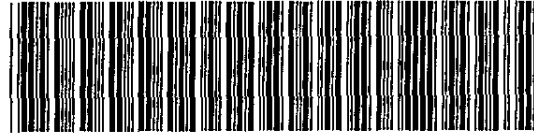
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

11-16-04

DEPT OF STATE  
TALLAHASSEE, FLORIDA

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11-29-04

## TRANSMITTAL LETTER

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

SUBJECT: Orange Blossom Blues Society, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Terri Gibbs Futch  
Name (Printed or typed)

1408 34<sup>th</sup> St.  
Address

Orlando FL 32839  
City, State & Zip

407-806-6551  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
ORANGE BLOSSOM BLUES SOCIETY, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE - NAME AND ADDRESS**

The name of this corporation is Orange Blossom Blues Society, Inc. The street address of the initial principal office of the corporation shall be 301 Kiwanis Circle, Chuluota, FL 32766.

**ARTICLE TWO - STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE - GENERAL AND SPECIFIC PURPOSES**

EFFECTIVE DATE

11-16-04

A. The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes related to blues music, by the distribution of its funds for such purposes, and particularly to:

1. Preserve, cultivate, nurture and promote one of America's indigenous cultures, the Blues, and to support the blues in Central Florida and the State of Florida on all levels and in multiple venues;

2. Provide a forum for exchange of current blues news and events;

3. Increase awareness of and appreciation for the blues through educational efforts sanctioned by the Orange Blossom Blues Society, Inc; and,

4. Provide a network of association for Florida blues lovers.

B. The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organization which qualify as tax-exempt organizations under the Code.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publication or distribution of statements or otherwise) in any political campaign on behalf of any candidate for public office.

D. This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

E. Despite any other provisions of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and

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TALLAHASSEE, FLORIDA

501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws, including, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

#### **ARTICLE FOUR - TERM**

This corporation shall have perpetual existence.

#### **ARTICLE FIVE - MEMBERS**

A. The classes, requirements, rights and duties of members shall be defined in the bylaws.

B. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

#### **ARTICLE SIX - DIRECTORS**

A. All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

B. The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Jeff Willey	301 Kiwanis Circle Chuluota, FL 32766
Tim Williams	1824 Everhart Drive Orlando, FL 32806
Clay Womelsdorff	471 E. 3rd St. Chuluota, FL 32766
Mike Edwards	5585 Donnelly Circle Orlando, FL 32821
Jerri Gibbs Futch	1408 34th St. Orlando, FL 32839
Vernon Miller	216 Orienta Point St. Altamonte Springs, FL 32701

Ben Basile	101 S. Bumby Ave., Apt. A-22 Orlando, FL 32803
Jim Mahoney	3415 Leemore Place Orlando, FL 32818
Mark Ohland	1648 Kestrel Court Rockledge, FL 32955

C. The manner in which future directors are to be elected or appointed shall be as set forth in the by-laws of the corporation. The number of directors may be increased or decreased in the manner provided by the bylaws of the corporation, but the corporation shall always have at least five.

#### **ARTICLE SEVEN - BYLAWS**

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

#### **ARTICLE EIGHT - DISSOLUTION**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and has established exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

#### **ARTICLE NINE - AMENDMENT OF ARTICLES**

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

#### **ARTICLE TEN - EFFECTIVE DATE**

The effective date of incorporation shall be November 16, 2004.

#### **ARTICLE ELEVEN - REGISTERED OFFICE AND REGISTERED AGENT**

A. The street address of the corporation's initial registered office is 1408 34<sup>th</sup> St. Orlando, FL 32839.

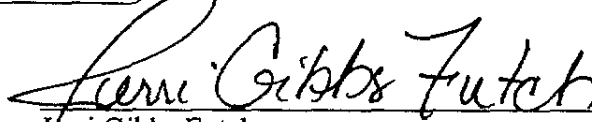
B. The name of the corporation's initial registered agent is Jerri Gibbs Futch.

**ARTICLE TWELVE - INCORPORATOR**

The name and address of the Incorporator of the corporation is:


Jerri Gibbs Futch  
1408 34<sup>th</sup> St.  
Orlando, FL 32839

IN WITNESS WHEREOF, the I/we have executed these Articles of Incorporation on this  
16<sup>th</sup> day of November, 2004

  
Jerri Gibbs Futch  
Incorporator

**CERTIFICATE OF ACCEPTANCE**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Jerri Gibbs Futch  
Registered Agent