

N05000002417

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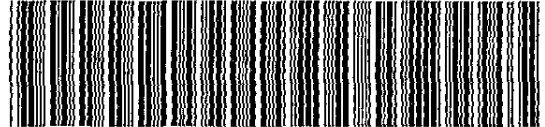


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DIVISION OF CORPORATIONS
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Amended & Restated Art.

JK
11/29

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November 17, 2005

Amendment Section
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: Una-Voce: The Florida Men's Chorale, Inc., # N05000002417

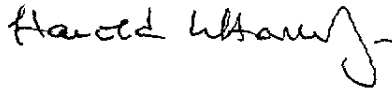
Gentlepersons:

I am enclosing the original and one copy for certification of Articles of Amendment & Restatement to the Articles of Incorporation for the above referenced Florida corporation to be effective upon filing. Also enclosed is a check for the following fees:

Filing Fee	\$ 35.00
Certificate of Status	8.75
Certified Copy	<u>8.75</u>
Total	\$ 52.50

Please return all correspondence concerning this matter to me, file these Articles of Incorporation and return the certified copy to me for our corporate records.

Sincerely,



cc: Una-Voce: The Florida Men's Chorale, Inc.

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DIVISION OF CORPORATIONS
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**Articles of Amendment and Restatement
to
Articles of Incorporation
of
Una Voce: The Florida Men's Chorale, Inc.
N05000002417
(A Florida Not for Profit Corporation)**

Pursuant to the provisions of § 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to and restatement of its Articles of Incorporation pursuant to a resolution of its Board of Directors, there being no members of the Corporation, adopted by unanimous consent of the Board of Directors dated November 14, 2005, to be effective upon filing with the Florida Department of State, Division of Corporations.

ARTICLE I

Name and Address

The initial Articles I and II are combined and restated without substantive change. The name of the Corporation is Una Voce: The Florida Men's Chorale, Inc. The principle office and mailing address is c/o Christopher Ruk, 201 West Laurel Street, Suite 605 Tampa, Florida 33602.

ARTICLE II

Nature of Business

The initial Article III is amended and restated. The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE III

Powers

A new Article III entitled Powers is added. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal

Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

Membership

The initial Article IV is amended and restated. The membership of this Corporation shall be limited to the members of the Board of Directors and such other persons as *from time to time* may become members as set forth in the Bylaws.

ARTICLE V

Term of Existence

The initial Article VII is amended and restated. The Corporation shall exist from its initial filing date, March 9, 2005, in perpetuity or until such time it is dissolved.

ARTICLE VI

Incorporator

The initial Article VI remains unchanged. The name and address of the incorporator is Christopher M. Ruk, 205 W Laurel St, Suite 605, Tampa FL 33602.

ARTICLE VII

Officers

The initial Article VII has been amended and divided into two sections, new Article VII and VIII. The initial officers of the Corporation are:

Name	Title
Donald B. Holt, Jr.	President
Christopher Ruk	Vice President
Stanley Kutz	Treasurer
Thomas Albrecht	Secretary

ARTICLE VIII

Directors

The initial Article VII has been amended and divided into two sections, new Article VII and VIII. The names and addresses of the initial Board of directors and one new director are as follows:

<u>Name</u>	<u>Address</u>
Donald B. Holt, Jr.	1520 South Richard Avenue Tampa, Florida 33629
Christopher M. Ruk	201 West Laurel Street, Suite 605 Tampa, Florida 33602
Thomas Albrecht	1920 Dove Field Place Brandon, Florida 33510
Stanley Kutz	302 South Burlingame Avenue Temple Terrace, Florida 33617
Wayne Cooper	1627 San Remo Avenue South Clearwater, Florida 33756
Gerard Taggart	1967 Coolidge Road Holiday, Florida 31691
David Denis	4727 Lodestone Drive Tampa, Florida 33615

ARTICLE IX

Initial Registered Office and Agent

The initial Articles V and VI are combined and restated without substantive change. The name of the initial registered agent and the registered office remain Christopher M. Ruk , 201 West Laurel Street, Suite 605, Tampa, Florida.

The following three Articles are added.

ARTICLE X

Bylaws

The Board of Directors of this Corporation shall provide Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE XI

Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XII

Limitations on Actions

All of the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its member, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporations shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors of officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the forgoing paragraph, during such time as the corporation may be considered a private foundation as defined in section 509 (a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

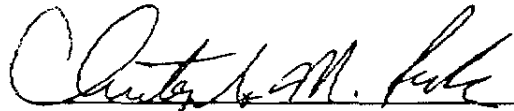
- (a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986) or corresponding provisions of any subsequent Revenue Laws);
- (b) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (c) retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (e) make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XIII

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 1701 (c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Vice President executed these Articles on behalf of the Board of Directors this November 14, 2005,

A handwritten signature in black ink, appearing to read "Christopher M. Ruk", written over a horizontal line.

Christopher M. Ruk
Vice President