

Division of Corporations

Page 1 of 1

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Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Dunbar Middle O.P.U.S., Inc.

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ARTICLES OF INCORPORATIONOFDUNBAR MIDDLE O.P.U.S., INC.

The undersigned incorporator, in accordance with the laws of the State of Florida, does hereby form a not for profit corporation (the "Corporation") under the laws of the State of Florida and files these Articles of Incorporation.

ARTICLE I
NAME AND INITIAL ADDRESS

The name of the Corporation and its initial street and mailing address is:

Dunbar Middle O.P.U.S., Inc.
4750 Winkler Avenue Ext.
Fort Myers, FL 33912

ARTICLE II
DURATION

This Corporation shall exist perpetually, commencing as of the date of the filing and acceptance of the Articles of Incorporation by the Secretary of State of Florida.

ARTICLE III
PURPOSE

1. The Corporation is organized and shall be operated exclusively for charitable, educational and other permissible purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and particularly to promote the welfare, assistance, encouragement, and funding of the Paul Lawrence Dunbar Middle School Orchestra Department, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. In carrying out its purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida and may do such other things as are incidental to the purposes of the Corporation that are necessary or desirable in order to accomplish the purposes. The Corporation is authorized to carry out all activities and exercise all authority not prohibited by these Articles or applicable law.

2. The Corporation may engage in any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance of the purposes of the Corporation.

ARTICLE IV
MEMBERSHIP

There shall initially be no membership of the Corporation distinct from its Board of Directors ("Board"), but the Board may provide for membership classification and qualifications pursuant to the Bylaws of the Corporation.

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ARTICLE V
INCORPORATOR

The name and address of the incorporator is:

Nanette Grant
4750 Winkler Avenue Ext.
Fort Myers, FL 33912

ARTICLE VI
DIRECTORS

The names and addresses of the initial Board of Directors, and who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Nanette Grant
4750 Winkler Avenue Ext.
Fort Myers, FL 33912

Margaret Kordonowy
4750 Winkler Avenue Ext.
Fort Myers, FL 33912

Ryan Turner
Post Office Box 308
Fort Myers, FL 33902

The affairs of the Corporation shall be managed by the Board. The number of Directors, and the method of their election, removal and succession shall be in a manner provided in the Bylaws.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent for the Corporation is Nanette Grant and the street address of the initial registered office is: 4750 Winkler Avenue Ext., Fort Myers, FL 33912.

ARTICLE VIII
BYLAWS

The power to adopt, amend or repeal Bylaws shall be held by the Board.

ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

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ARTICLE X
DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 170(c)(2) and 501(c)(3) of the Code, or to the federal, state, or local government for exclusively public purposes, as the Board shall determine.

ARTICLE XI
RESTRICTIONS ON CORPORATE POWERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and to make payments and distributions in furtherance of the purposes set forth in Article III above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Incorporation as of the 20th day of June, 2005.




Nanette Grant

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, 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.


Nanette Grant

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