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FLORIDA NON-PROFIT CORPORATION
THE FLORIDA ORCHESTRAL ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 20, 2005

LAW OFFICE OF STEPHEN F. GOLDENBERG, P.A.

SUBJECT: THE FLORIDA ORCHESTRAL ASSOCIATION, INC.
REF: W05000043648

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Subsequent DIRECTORS may be elected or appointed by DIRECTORS or TRUSTEES. However, the INITIAL DIRECTORS must be elected or appointed by the officers, corporate membership, founder, incorporator etc.

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ARTICLES OF INCORPORATION
OF
THE FLORIDA ORCHESTRAL ASSOCIATION, INC.

The undersigned incorporators to these Articles of Incorporation hereby form a Not For Profit corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be THE FLORIDA ORCHESTRAL ASSOCIATION, INC.

ARTICLE II

PURPOSES

The specific and primary purposes for which this corporation is formed are to produce concerts and conduct other orchestral and philharmonic activities.

ARTICLE III

MEMBERSHIP

A. The sole class of membership of this corporation shall be its members.

B. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or asset, not 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 IV

TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., 2780 East Oakland Park Blvd., Fort Lauderdale, FL 33306.

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The initial principal office address of the corporation shall be: 945 East Las Olas Blvd., Fort Lauderdale, FL 33301.

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

We do hereby accept the duties and responsibilities as registered agent.

Accepted: September 21, 2005.

WORLDWIDE CORPORATE SERVICES, INC.

By: 

STEPHEN F. GOLDBERG, President

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall have be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of Directors shall be as are set forth in the bylaws, in no event shall the number be less than three. The duties, responsibilities, and term of the Directors shall be set forth in the bylaws.

The Incorporator shall appoint the initial Board of Directors.

The Board of Directors shall elect the following officers: president; vice-president; treasurer; and secretary, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first meeting of the Bard of Directors.

ARTICLE VIII

INCORPORATORS

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

Stephen F. Goldenberg, President
WORLDWIDE CORPORATE SERVICES, INC.
2780 East Oakland Park Blvd.
Fort Lauderdale, FL 33306

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ARTICLE IX

BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X

DEDICATION OF ASSETS

The property of this corporation is irrevocable dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or the the benefit of any private individual.

ARTICLE XI

DISTRIBUTION OF ASSETS

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 nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status un Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended by a proposed resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on September 21, 2005.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN F. GOLDENBERG
Incorporator and Registered AgentSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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