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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Hampton JAN 11 2006

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January 5, 2006

By U.S. Mail

Department of State
Division of Corporations
P.O. Box 6362
Tallahassee, Florida 32314

Re: Rachmaninov Society, Inc.

Dear Personnel:

Enclosed for filing, please find the Articles of Incorporation of Rachmaninov Society, Inc. and Carol Bacha d/b/a Rachmaninov Society check #505, in the amount of \$78.75. This payment includes the \$35.00 fee for the filing of the Articles of Incorporation, the \$35.00 fee for the Registered Agent Designation, and the \$8.75 fee for a Certified Copy.

Thank you for the attention given to this matter. If you have any questions please call the undersigned at (407) 805-0075.

Very truly yours,



Bradley J. Davis, Esquire

BJD/ba
Enclosure
cc: Carol Bacha

ARTICLES OF INCORPORATION
OF
RACHMANINOV SOCIETY, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is Rachmaninov Society, Inc., referred to as "the Corporation".

ARTICLE II
DURATION

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office is 2512 Nancy Street, Orlando, FL 32806 and the mailing address of this corporation is P.O. Box 381, Christmas, FL 32709. The name of the initial registered agent of this corporation is Carol Bacha and the address of the registered agent is 2512 Nancy Street, Orlando, FL 32806.

ARTICLE IV
PURPOSE

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- (A) To build bridges of understanding between countries, cultures and peoples. Sergei Vaselyevich Rachmaninov was born in Russia in 1873 and died in the United States of America in 1943. He was a composer, conductor, and concert pianist with a great concern for humanitarian needs and the use of music as a dialogue of peace and understanding. In 1938 with Alexandra Tolstoy, daughter of the great writer Leo Tolstoy, he helped found Tolstoy Farm in New York for people who had lost most

everything and needed to rebuild their lives. The Corporation is to develop a program of student exchange, masterclasses, *artists helping artists*, community concerts and discussions to share the philosophy and techniques of the Russian Piano School and the life and works of Sergei Rachmaninov as a great artist with a good heart.

- (B) To carry out this single purpose, the corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section **501(c)(3)** of the Internal Revenue Code of 1986, as amended.
- (C) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE V **POWERS**

The Corporation is empowered:

- (A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof.
- (B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (C) In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, the residual assets of the Corporation will be turned over only to one or more organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes and which themselves are exempt as organizations described in Section **501(c)(3)** and **170(c)(2)** of the Internal Revenue Code of 1986, as amended, or corresponding sections of any or future law, or to the Federal, State or local government for exclusive public purpose.
- (E) Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt

from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any other corresponding provision of any future United States internal revenue law.

ARTICLE VI **DIRECTORS AND MEMBERS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) and no more than nine (9) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director. The names and addresses of the persons who shall serve as initial Directors, until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carol Bacha	2512 Nancy Street Orlando, FL 32806
Lioudmila Panfilova	2924 Woodruff Drive Orlando, FL 32837
Diana Toler	2512 Nancy Street Orlando, FL 32806
George Von Hilsheimer, Ph.D.	125 S. Swoope Avenue #109 Maitland, FL 32751

Directors shall serve without compensation.

ARTICLE VII **OFFICERS**

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one year.

The initial officers shall be:

Carol Bacha
President

2512 Nancy Street
Orlando, FL 32806

Lioudmila Panfilova
Vice President

2924 Woodruff Drive
Orlando, FL 32837

Diana Toler
Treasurer

2512 Nancy Street
Orlando, FL 32806

George Von Hilsheimer, Ph.D.
Secretary

125 S. Swoope Avenue
#109
Maitland, FL 32751

ARTICLE VIII **BY-LAWS**

By-Laws of the Corporation may be adopted, made, altered, or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE IX **AMENDMENTS**

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

ARTICLE X **EFFECTIVE DATE OF INCORPORATION**

This corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 5 day of January, 2006.

Carol Bacha
Carol Bacha, Incorporator
2512 Nancy Street
Orlando, FL 32806

The undersigned hereby accepts the office of registered agent.

Carol Bacha
Carol Bacha, Registered Agent