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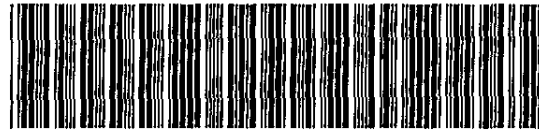
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TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

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SCOTT A. GERKEN
LEWIS W. STONE
KATRINA THOMAS

April 24, 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Central Florida Youth Orchestra, Inc.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced not for profit corporation. Also, enclosed is a check in the amount of \$78.75 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,


Scott A. Gerken

SAG:cak
Enclosures
xc: Steven Tang

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA YOUTH ORCHESTRA, INC.

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ARTICLE I-CORPORATE NAME

The name of this corporation is CENTRAL FLORIDA YOUTH ORCHESTRA, INC.

ARTICLE II--PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1408 S. 9th Street,
Leesburg, Florida 34748.

ARTICLE III --GENERAL AND SPECIFIC PURPOSES

This is a not for profit corporation, organized solely for general charitable and educational purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes. The specific and primary purposes for which this corporation is formed are:

- (a) To provide young musicians with the highest quality orchestral experience.
- (b) To operate exclusively in any other manner for such charitable and purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE IV--DURATION

The term of existence of the corporation is perpetual.

ARTICLE V – MANNER OF ELECTION

The manner in which the directors are elected or appointed is as follows:

The directors shall be not less than three (3) nor more than eleven (11) and shall be elected by the membership at the annual meeting in accordance with the requirements of these Articles and the Bylaws of the Corporation.

(a) BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for as long as they are capable of fulfilling their duties as set forth in the Bylaws. Annual meetings shall be held in the month of September of each year at the corporate office, or at such other place or places as the Board of Directors may designate from time to time.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lois Atkins-Hawk	1408 S. 9 th Street Leesburg, FL 34748

Michael Dorman	14770 S.E. 218 th Terrace Umatilla, FL 32784
Beth Nibungco	21 Weston Road Leesburg, FL 34748
Kim Neas	3814 Bayshore Circle Tavares, FL 32778
Patty Stark	9061 Silver Lake Drive Leesburg, FL 34788
Steven Tang	37734 N. CR 44A Eustis, FL 32736

ARTICLE VI—POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VII—EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) 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 Internal Revenue Code of 1954 (or the corresponding provision of any which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX – INCORPORATOR

The names and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven Tang	37734 N. CR 44A, Eustis, Florida 32736.

ARTICLE X – REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is Steven Tang, 37734 N. CR 44A, Eustis, Florida 32736.

ARTICLE XI – AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State 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 XII – DEDICATION OF ASSETS

The property of this corporation is irrevocably 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 to the benefit of any private individual.

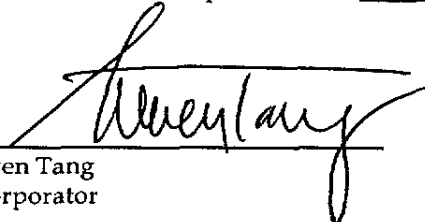
ARTICLE XIII – AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

ARTICLE XIV – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

I, the undersigned, being the incorporator and registered agent of this corporation, for the purpose of forming this not for profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 27th day of April, 2006.

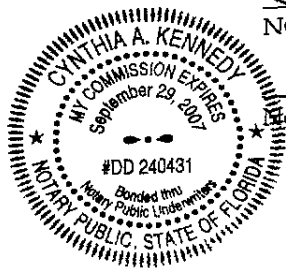

Steven Tang
Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared STEVEN TANG, who produced identification and who did take an oath and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal this 27th day of April, 2006.

Cynthia Kennedy
NOTARY PUBLIC



Notary Public Printed Name

My Commission Expires:
Commission No.:

DESIGNATION OF REGISTERED AGENT

CENTRAL FLORIDA YOUTH ORCHESTRA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Mount Dora, County of Lake, State of Florida, has and does by these presents name STEVEN TANG, located at 37734 N. CR 44A, Eustis, County of Lake, State of Florida, as its registered agent to accept service of process within the state.

Steven Tang
STEVEN TANG

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

Steven Tang
STEVEN TANG

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