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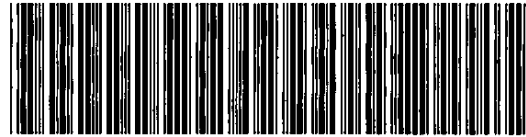
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/7/06

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: The St. Petersburg Men's Chorus, Inc.

Enclosed are an original and ~~one~~ ² (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Daniel Kiermaier
1060 Serpentine Drive South
St. Petersburg, FL 33705
(727) 415-8753

NOTE: Please provide the original and one copy of the Articles.

ARTICLES OF INCORPORATION
In Compliance with Florida Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be:

The St. Petersburg Men's Chorus, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 531663, St. Petersburg, Florida 33747-1663.

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is:

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are to educate the general public as to the diversity and richness of choral music and other art forms, and to provide a forum in which people can learn about and develop their musical skills. The means of providing such education includes, but is not limited to, the creation, development, and support of choral groups, the public performance of music, and publication of materials using various media, and support of other artistic expressions related to and complimentary of choral music.

ARTICLE IV: MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The corporation shall have a minimum of four (4) and a maximum of eight (8) Directors. Including the current President, these members shall collectively be known as the **Board of Directors**. The number of Directors is to be determined by the voting membership of the Chorus, dependant and proportional to the current number of members-at-large. This range may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided herein.

When possible, Directors should be elected from each Section in a manner that would represent each Section proportional to the Chorus as a whole.

Should individuals from outside the Corporation be considered for election to the Board of Directors, their number may not consist of more than forty (40) percent of the Board of Directors.

The members in good standing shall meet annually during the first week in June for the purpose of electing Directors and Officers, and transacting any other necessary business.

Each member shall vote by written ballot, casting one vote for each vacant Board seat or for an open position on the Board of Directors. In each case the person receiving the highest number of votes cast by members present, shall be elected. Should a tie vote occur, the acting Board of Directors shall devise a subsequent run-off election until an office has been filled. In the case that a tie is not broken, the remaining elected members of the Board of Directors shall vote to break that tie to fill any open seat on the Board.

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Daniel Kiermaier, Director	1060 Serpentine Drive South, St. Petersburg, FL 33705
Mark Ebenhoch, Director	3801 38th Way South, St. Petersburg, FL 33711
Clayton Hogue, Director	1060 Serpentine Drive South, St. Petersburg, FL 33705
Martin Kiefer, Artistic Director	4545 11th Avenue North, St. Petersburg, FL 33713
Philip Johnson, Artistic Staff	5600 26th Avenue North, St. Petersburg, FL 33710
Sue Johansen, Director	4080 39th Street South, St. Petersburg, FL 33711
Carl Lovgren, Director	215 9th Avenue North, St. Petersburg, FL 33701

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Daniel Kiermaier, 1060 Serpentine Drive South, St. Petersburg, FL 33705

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator is:

Daniel Kiermaier, 1060 Serpentine Drive South, St. Petersburg, FL 33705

ARTICLE VIII: AS FOLLOWS

- A. This corporation is to be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on,
 - (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or
 - (2) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IX: DISPERSEMENT OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of the Florida Revenue and Taxation Code, and no part of the net income or assets of the organization shall ever inure to the benefit of any Director, Officer, or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, including the return of the initial donation to open the checking account, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and education purposes meeting the requirements of the Florida Revenue and Taxation Code, and

which intends to establish its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Daniel Kernan
Signature/Registered Agent

Aug. 02, 2006
Date

Daniel Kernan
Signature/Incorporator

Aug. 02, 2006
Date

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TALLAHASSEE, FLORIDA