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FLORIDA PROFIT/NON PROFIT CORPORATION

VOICES OF JAZZ, INC.

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**ARTICLES OF INCORPORATION
OF
VOICES OF JAZZ, INC.**

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is VOICES OF JAZZ, INC. and its principal office or mailing address is 1732 Verde Drive, Clearwater, Florida 33765.

ARTICLE 2: CORPORATE PURPOSE

(A) The specific purpose for which this Corporation is organized is to promote music education, with an emphasis on jazz, so as to better empower students and the general community of the greater Tampa Bay region with an understanding and enjoyment of jazz.

(B) The general purpose for which this Corporation is organized is to possess all rights, privileges and immunities, and enjoy all the benefits and powers granted to Corporations not for profit under the laws of the State of Florida, and the United States of America.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 Net Earnings. 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on January 1, 2007.

ARTICLE 5: MEMBERS

5.01 Eligibility. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the purposes of this Corporation.

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Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership and establish membership fees therefor.

5.02 Dues. Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

5.03 Meeting. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

ARTICLE 6: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Albert W. Phillips	1732 Verde Drive Clearwater, FL 33765
Loretta J. Vanstone	5839 - 62 nd Avenue North, #110 Pinellas Park, FL 33781
Lisa Pesta	2238 - 60 th Way North St. Petersburg, FL 33710
Bryan Shuerger	15457 Morgan Street Clearwater, FL 33760
Robert Larcom	614 Grove Court A Dunedin, FL 34698

ARTICLE 7: BOARD OF DIRECTORS

7.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

7.02 Term. Directors shall hold their offices for the number of years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

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7.03 Number. The number of Directors shall never be less than three (3) nor more than nine (9) as more particularly provided for in the By-Laws. The initial Board of Directors shall be five (5) persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors, and whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert W. Phillips	1732 Verde Drive Clearwater, FL 33765
Loretta J. Vanstone	5839 - 62 nd Avenue North, #110 Pinellas Park, FL 33781
Lisa Pesta	2238 - 60 th Way North St. Petersburg, FL 33710
Bryan Shuerger	15457 Morgan Street Clearwater, FL 33760
Robert Larcom	614 Grove Court A Dunedin, FL 34698

ARTICLE 8: OFFICERS

8.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws. The offices of Secretary and Treasurer may be combined in one person.

8.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board, for terms as provided for in the By-Laws. All officers shall continue to serve until the election of their successors.

8.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>NAME AND ADDRESS</u>
	President	Albert W. Phillips 1732 Verde Drive Clearwater, FL 33765

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Vice- President Loretta J. Vanstone
5839 - 62nd Avenue North, #110
Pinellas Park, FL 33781

Secretary Lisa Pesta
Treasurer 2238 - 60th Way North
St. Petersburg, FL 33710

8.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

**ARTICLE 9: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS;
APPLICATION THEREOF**

9.01 The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS.

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

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ARTICLE 11: AMENDMENT OF ARTICLES OF INCORPORATION

11.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten days prior to such meeting.

11.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

ARTICLE 12: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 9075 Seminole Boulevard, Seminole, Florida 33772, and the registered agent thereat shall be Timothy C. Schuler.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 5th day of December, 2006.

Albert W. Phillips
ALBERT W. PHILLIPS

Loretta J. Vanstone
LORETTA J. VANSTONE

Lisa Pesta
LISA PESTA

Bryan Shuerger
BRYAN SHUERGER

Robert Larcom
ROBERT LARCOM

INCORPORATORS

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, 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.

DATED this 7 day of Dec, 2006.


TIMOTHY C. SCHULER, Registered Agent

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