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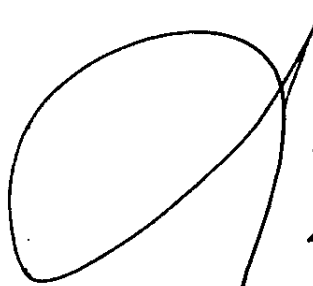
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** Celebration Brass Band, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(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: Keith F. Miland  
Name (Printed or typed)

3301 Candlebrook Street  
Address

The Villages, Florida 32162  
City, State & Zip

352-753-3723  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

# ARTICLES OF INCORPORATION OF CELEBRATION BRASS BAND, INC.

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following Articles of Incorporation for such corporation:

## **Article I: Name**

The name of this corporation shall be Celebration Brass Band.

## **Article II: Principal Office**

The Corporation offices are located 3301 Candlebrook Street, The Villages, Florida 32162

## **Article III: Purpose**

Celebration Brass Band, Inc. is organized as a non-profit 501(c) (3) corporation in accord with the Internal Revenue Code of the U.S. and the laws of the State of Florida. The mission of the band is to establish and maintain the tradition of British-style brass band music, provide an opportunity for adult musicians to perform and may establish scholarships for promising music education students graduating from The Villages High School. The band accomplishes its mission through a variety of educational and community outreach initiatives to enhance individuals awareness and understanding of the history and development of brass band music.

## **Article IV: Manner of Election**

The day-to-day management of this not-for-profit corporation is entrusted to and shall be performed by the officers of the Corporation and its Board of Directors.

The Board of Directors is responsible for the overall mission, artistic vision, priorities, and day-to-day operation of the band. Nominees for the Board are solicited from the Instrumentalists during the last rehearsal in September. With the exception of the Music Director (who is considered a permanent Board member for the duration of his tenure with the band), elections for Board members are held yearly, at the first rehearsal in October. If a Board office should become vacant for some reason, the Board will assign a current Board member to the vacant office (double-duty). Members serve one year terms with no term limits.

## **Article V: Board of Directors**

The Board of Directors is comprised of the officers of the Corporation, the Music Director and any Members at Large as stated in the By-Laws. The President shall serve as the chairperson of the Board. The number of Directors may be increased from time to time, in accordance with the By-Laws, but shall never be less than three (3).

The names and street address of the first officers, who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

President: Keith E. Miland, 3301 Candlebrook Street, The Villages, FL 32162

Vice President/Secretary: David J. Czohara, 16910 Chappelwood Circle, The Villages, FL 32162

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Treasurer: Mary M. Lund, 3301 Candlebrook Street, The Villages, FL 32162

## ***Article VI: Initial Registered Agent and Street Address***

The name and street address of the initial registered agent is: Edwin W. Eich 211 Desota Court, The Villages, FL 32159. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Incorporation.

## ***Article VII: Incorporators***

The name and street addresses of the incorporators for these Articles of Incorporation are:

Keith E. Miland, 3301 Candlebrook Street, The Villages, FL 32162

## ***Article VIII: Amendment***

Amendment to these Articles of Incorporation may be adopted only by a two-third vote of the Board of Directors of the Corporation.

## ***Article IX: By-Laws***

The By-Laws of this Corporation shall be made, amended or repealed by a majority vote of the Board of Directors.

## ***Article X: Indemnification***

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

## ***Article XI: Prohibitions***

The Corporation shall not:

- (a) Carry on propaganda, or otherwise attempt to influence legislation, nor participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;
- (b) Cause or allow any part of the net earnings of the Corporation to 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 in Article III hereof.

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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## Article XII: Dissolution of Corporation

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 1986 (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 the Circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

Signature of the Registered Agent:

Edwin W. Eich  
Edwin W. Eich

March 4, 2009  
DATE

The undersigned incorporator has executed these Articles of Incorporation.

Signature of the Incorporator:

Keith E. Miland  
Keith E. Miland

3/4/09  
DATE

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TALLAHASSEE, FLORIDA