

N09000005213

(Requestor's Name)

- Gerald Lopez
301 Racquet Club Rd #302
- Weston, FL 33326

(City/State/Zip/Phone #)

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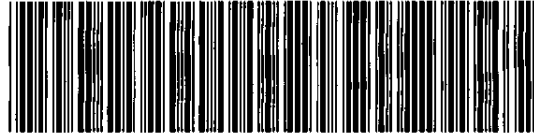
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B McKnight MAY 28 2009

**ARTICLES OF INCORPORATION OF
AVILA CHILDREN AND YOUTH ORCHESTRA, NFP CORP.
(A Florida Not for Profit Corporation)**

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TALLAHASSEE, FLORIDA

ARTICLE I – Name

The name of this corporation is **AVILA CHILDREN AND YOUTH ORCHESTRA, NFP Corp.** (hereinafter called the "Corporation").

ARTICLE II - Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III – Address

The address of the principal office and the mailing address of the Corporation shall be: **16636 Saddle Club Rd. Weston, FL 33326.**

ARTICLE IV – Duration

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V – Purposes

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended or corresponding section of any future federal tax code.

ARTICLE VI – Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of

the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

(i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;

(ii) 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 its purposes set forth in Article V hereof; (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article v hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

(iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and

(v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article v hereof.

ARTICLE VII – Management

All power and authority of the Corporation shall be vested in and exercised by three (3) of its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall not be less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation. The Officers of the Corporation shall be:

President/Treasurer: Maria A. Trejo

Vice President: Juan Torres

Secretary: Gregory Moreno

ARTICLE VIII - Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is five (5). The names of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

María A. Trejo

Juan Torres

Gregory Moreno

Rodolfo Manrique

Gerald Lopez

ARTICLE IX – Members

The Corporation shall have at least three but not more than twenty-five members.

ARTICLE X – Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI – Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 V hereof.

B. No 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 or in opposition to any candidate for public office or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 1986, as amended, or corresponding sections of any future federal tax code.

D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

E. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944

of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XII - Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is: **16636 Saddle Club Rd. Weston, FL 33326** and the name of its registered agent at such office is **GERALD A. LOPEZ**.

ARTICLE XIII – Incorporator

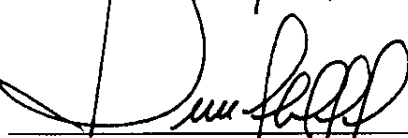
The name and address of the sole incorporator is **GERALD A. LOPEZ, 16636 Saddle Club Rd. Weston, FL 33326** (hereinafter called the "Incorporator").

ARTICLE XIV – Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit

or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

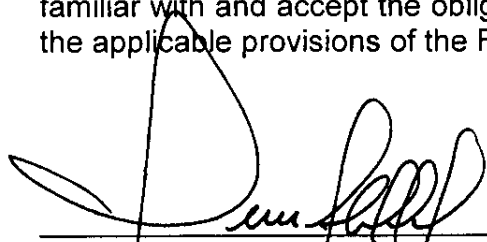
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this May 20, 2009.



Gerald Lopez, Incorporator.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I, *Gerald Lopez*, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, am familiar with and accept the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Gerald Lopez

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CLERK OF STATE
TALLAHASSEE, FLORIDA