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DIVISION OF CORPORATIONS
2009 OCT -5 PM 4:14

10/07/09

COVER LETTER

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

SUBJECT: WALENSTEIN SYMPHONY ORCHESTRA, 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: ROMEL JOSEPH
Name (Printed or typed)

230 NE 121st Terrace
Address

North Miami, FL 33161
City, State & Zip

786-380-4533
Daytime Telephone number

info@walensteinsymphony.org
E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 OCT -5 PM 4:14

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

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
09 OCT -5 PM 12:09
DIVISION OF CORPORATION

August 18, 2009

ROMEL JOSEPH
230 NE 121ST TERRACE
NORTH MIAMI, FL 33161

SUBJECT: WALENSTEIN SYMPHONY ORCHESTRA, INC.
Ref. Number: W09000037288

We have received your document for WALENSTEIN SYMPHONY ORCHESTRA, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The print is too small.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The title(s) in the officer/director field(s) is/are not acceptable.Please refer to the following link for acceptable officer/director titleinformation. http://www.sunbiz.org/titledef.html.

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 609A00027998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 OCT -5 PM 4:14

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2009 OCT -5 PM 4: 14

ARTICLE I NAME

The name of the corporation shall be:

WALENSTEIN SYMPHONY ORCHESTRA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal **street** address and mailing address, if different is:

230 NE 121st Terrace
North Miami, FL 33161

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To provide high quality professional orchestral, chamber music, and solo recital performances to the classical music audience of South Florida.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The manner in which the directors are elected or appointed: The Executive Director is elected or appointed by the Board of Directors. All additional officers are elected or appointed by the Executive Director.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

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

Romel Joseph, Executive Director - 230 NE 121st Terrace, North Miami, FL 33161.
Victoria Joseph, Executive Assistant - 18320 NE 8th Avenue, North Miami Beach, FL 33179.
Hermanise Benoit, Treasurer - 1200 S. Broadway, #109, Latana, FL 33462.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Romel Joseph
230 NE 121st Terrace
North Miami, FL 33161.

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Romel Joseph
230 NE 121st Terrace
North Miami, FL 33161.

****

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.

Romel Joseph
Signature/Registered Agent

September 27, 2009
Date

Romel Joseph
Signature/Incorporator

September 27, 2009
Date

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Walenstein Symphony Orchestra, Inc., do hereby certify:

First: The name of the Corporation shall be Walenstein Symphony Orchestra, Inc.

Second: The place in this state where the principal office of the Corporation is to be located is the City of North Miami, Miami-Dade County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name: Romel Joseph, Executive Director Address: 230 NE 121st Terrace, North Miami, FL 33161
Name: Victoria Joseph, Executive Assistant Address: 18320 NE 8th Avenue, NMB, FL 33179
Name: Hermanise Benoit, Treasurer Address: 1200 S. Broadway, #109, Latana, FL 33462

Fifth: 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 in Article Third hereof. 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "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."

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

In witness whereof, we have hereunto subscribed our names this day of September 27, 2009.

Romel Joseph, Executive Director: Romel Joseph