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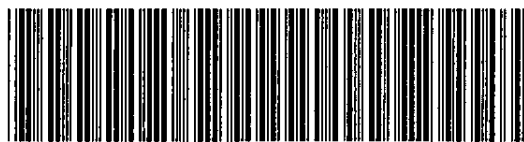
(Business Entity Name)

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W12-34691  
PS 8/15/12



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
12 JUL 27 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 11, 2012

WILLARD R KESLING, PH.D.  
7810 SW 50TH RD  
GAINESVILLE, FL 32608

SUBJECT: THE INTERNATIONAL MUSIC & LANGUAGE ACADEMY  
Ref. Number: W12000036691

We have received your document for THE INTERNATIONAL MUSIC & LANGUAGE ACADEMY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please correct the heading of Article V. There can only be one registered agent.

Please return 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) 245-6052.

Pamela Smith  
Regulatory Specialist II

Letter Number: 012A00018567

## COVER LETTER

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

SUBJECT: The International Music & Language Academy  
(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: Willard R. Kesling, Ph.D.  
Name (Printed or typed)

7810 SW 50th Road  
Address

Gainesville, FL 32608  
City, State & Zip

(352) 328-0101  
Daytime Telephone number

wkesling@ufl.edu  
E-mail address: (to be used for future annual report notification)

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

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## ARTICLES OF INCORPORATION

**The International Music & Language Academy, Inc.**

### PREAMBLE

The undersigned, a majority of whom are citizens of the United States, desire to form a Non-Profit Corporation to more effectively carry out the purposes of The International Music & Language Academy, Inc., do hereby ordain and establish this non-profit corporation under the Non-Profit Corporation Act of Florida. Florida Statutes, Chapter 617 and Section 501 (C) (3) of the Internal Revenue Code (26 USCA 501).

### ARTICLE I

#### NAME

The name of this organization shall be The International Music & Language Academy, Inc. and may consist of other groups as approved by the Board of Directors.

### ARTICLE II

#### LOCATION

The place in this state where the principal office of the Corporation is to be located is 7810 SW 50<sup>th</sup> Road, Gainesville, FL 32608.

### ARTICLE III

#### PURPOSE

The purposes for which The International Music & Language Academy, Inc. is formed are as follows:

- A. To promote the advancement of Music Education and the study of English through Music and English Camps with or without other educational institutions through the philosophy that:

Every child, youth and adult has the right to an opportunity to explore and develop his/her capacities in the field of music in such ways as may bring happiness and a sense of well-being; stimulate his/her imagination and stir his/her creative activities; and make him/her so responsive that he/she will cherish and seek to renew fine feelings induced by music.

Every child, youth and adult using English as a second language needs the opportunity to perfect their English speaking, reading and writing.

Every child, youth and adult shall have the opportunity to experience music with other people and speak English with other people so that his/her own enjoyment shall be heightened and he/she shall be led into greater appreciation of the feelings and aspiration of others.

Every child, youth and adult shall have the opportunity to make music through being guided and instructed in singing, in playing at least one instrument both alone and with others, and, so far as his/her powers and interest permit, in composing music.

Every child, youth and adult shall have the opportunity to grow in musical appreciation, knowledge and skill through the educational programs that may be offered to children, youths and adults.

Every child, youth and adult shall be given the opportunity to have his/her interest and power in music be explored and developed to the end that unusual talent may be utilized for the enrichment of the individual and society.

Every child, youth and adult has the right to good teaching, which will develop his/her appreciation of music and the English language so that they in turn will encourage and promote an understanding of all the fine arts.

**B.** To promote means and opportunities for the education of these children, youths and adults and the public with respect to the study and culture of general folk music, instrumental and vocal for the enjoyment and wholesome utilization thereof;

To utilize the community's musical talent whenever possible and to foster the further development of music in the lives of non-English speaking children, youths and adults;

To organize and sponsor Music Camps, Music Festivals for children and youths and In-Service Conferences for music teachers and church musicians and any other musical activities not directly prohibited by these Articles of Incorporation or By- Laws;

To solicit, collect, and otherwise raise money for said purposes, and to expend, contribute, disburse, and otherwise handle and dispose of it for such purposes;

By receiving by gift, will, or otherwise, money or other property and by holding the same in trust, or otherwise, and distributing it as may be deemed best for said purposes;

To have the power to purchase, acquire, hold, convey, lease, mortgage, or dispose of property, real or personal, tangible, to borrow money and issue or sell or pledge bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times or payable upon the happening of a specific event or events whether secured by mortgage, pledge, or otherwise, or unsecured;

To do any and all things necessary or proper in connection with or incidental to the forgoing purposes.

- C.** The Corporation shall not, during its entire existence, adopt or pursue any policy, resolution, plan, or provision, which provides for discrimination against any person on the basis of race, color, gender or religion.
- D.** This corporation has no power to carry on propaganda, attempt to influence legislation, or take part in a political campaign.
- E.** This Corporation shall exercise all powers provided under the Non-Profit Corporation
  - 1. To bring music education to children, teenagers and adults from the Gainesville community and from around the world.
  - 2. To provide a service to the community in the form of concerts and entertainment.
  - 3. To assist singers, instrumentalist and church musicians of ability in developing their talents to their highest potential.
  - 4. To help young persons using English as a second language master this idiom.

#### **ARTICLE IV**

##### **DIRECTORS AND OFFICERS**

A Board of Directors comprised of two categories of membership shall manage the affairs of this Corporation: Voting members and Non-Voting members. Voting members will include the officers and directors at large. Non-voting (ex-officio) members will include the Music Director, Assistant Music Director and Business Manager. If no student is elected to the board, one may be appointed as an ex-officio member.

**A.** The Board of Directors shall be comprised of President, Vice President, Executive Director/Treasurer and Secretary. The first Board of Directors of The International Music & Language Academy, Inc. shall be those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

**B.** The Directors at Large shall consist of four (4) persons. Two shall be elected at each Annual Meeting of the Corporation for a two-year term. Directors at Large will be eligible for re-election.

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C. Officers of the Corporation shall be residents of and reside in Florida. Directors at Large may reside anywhere in the world.

Officers and members of the first Board of Directors are as follows:

President	Will Kesling, Ph.D.
Vice-President	David Nam, Ph.D.
Executive Director/ Treasurer	Rev. Choong Kim
Secretary	Harold Rinnert, Ph.D.

D. Nominees for the position of President shall have served on the board previously for at least one year.

E. The officers shall be elected by a majority vote of Board members present at the Annual Meeting, provided a quorum is present.

F. The term of office shall be one year from June 1st through May 31st. Officers may succeed themselves.

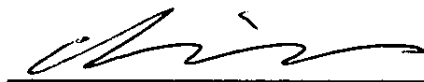
G. Duties of the Officers: The duties of the Officers are defined in the Job Description, a separate document not attached to these bylaws.

## ARTICLE V

### INITIAL REGISTERED AGENT

Name: Rev. Choong Kim

Address: 409 Turkey Creek, Alachua, FL 32615



Sign

Rev. Choong H. Kim

Print

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**ARTICLE VI**  
**INCORPORATOR**

Willard R. Kesling, Ph.D.

Address: 7810 SW 50<sup>th</sup> Road, Gainesville, FL 32608

  
Sign

Willard R. Kesling, Ph.D.

Print

**ARTICLE VII**  
**FUNCTIONING RELATIONSHIPS**

This Organization shall maintain a close working relationship with the University of Florida and the Korean Presbyterian Church of Gainesville, Florida. This Organization will be the medium of affiliation with international educational institutions and shall have a functioning relationship with other affiliated music education associations and churches.

**ARTICLE VIII**  
**NON-PROFIT STATUS**

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.

This Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of income, profit, or assets of the Corporation shall be distributed to its members, directors, or officers. The Corporation may pay compensation in a reasonable amount to its members, directors, officers or others for services rendered and may confer benefits on its members in conformity with stated purposes.

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.

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.

## **ARTICLE IX**

### **MEMBERSHIP**

The forms and classes of membership shall be as follows: Active Membership, Honorary Membership, Life Membership, Retired Membership, Student Membership, and Sustaining and Music Industry Membership. The dues to be paid by each class of members shall be set by the Board of Directors.

## **ARTICLE X**

### **COMMITTEES**

**A.** Executive Committee: The Executive Committee shall consist of the President, the Vice-President, The Executive Director and the immediate Past President.

**B.** The Executive Committee shall be responsible for planning and operating the Music Camps, Music Festivals, and Conferences; and other music activities not directly prohibited. The Executive Committee shall meet at the discretion of the President, or a majority of the Executive Committee may call an emergency meeting. The Executive Committee as such shall not function as the Board of Directors.

**C.** Past Presidents Council: The Past Presidents Council shall be composed of all past presidents of The International Music & Language Academy and shall be chaired by the immediate past president. The Council shall act in an advisory capacity to The International Music & Language Academy, Inc. Board of Directors. Meetings shall be convened at the discretion of the Council.

## **ARTICLE XI**

### **ANNUAL MEETINGS**

**A.** The annual business meeting of the Corporation shall be held during the month of May.

**B. Board of Directors Meetings:** There shall be at least two meetings of The International Music & Language Academy, Inc. Directors annually. The first shall be held between the dates of July 1 and October 1; the second shall be held between the dates of January 1 and March 1. Special meetings may be called at the discretion of the Korean-American Music & Language Academy President and consent of the majority of the Board of Directors. Emergency meetings may be called by the President upon a three (3) day written notice to the members of the Board of Directors.

## **ARTICLE XII**

### **RULES OF ORDER**

Roberts Rules of Order, Revised, shall govern all business meetings of The International Music & Language Academy, Inc.

## **ARTICLE XIII**

### **AMENDMENTS, ARTICLES OF INCORPORATION**

**Section I:** These Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of the members present at any regular meeting of the Corporation, provided the proposed amendment(s) has (have) been previously presented to and approved by a majority of The International Music & Language Academy, Inc. Board of Directors at a regular or special meeting of the NMMEA Board of Directors.

**Section II:** The altering or amending of the Articles of Incorporation may be initiated by a majority of the Board of Directors of the Corporation, or by a petition signed by no less than twenty percent (20%) of the membership. The petition with appropriate signatures (paid members) is then presented to The International Music & Language Academy, Inc. Board of Directors for approval and presentation to the membership at a regular meeting of the same.

**Section III:** These Articles of Incorporation may be altered, amended or repealed by referendum vote conducted in the following manner: The proposed amendment or alteration having been approved by a majority of The International Music & Language Academy, Inc. Board of Directors at a regular or special meeting, may be submitted by mail to the PAID MEMBERS OF The International Music & Language Academy, Inc. by The International Music & Language Academy, Inc. Executive Director as directed by The International Music & Language Academy, Inc. Board of Directors. If such amendment(s) be approved by not less than two-thirds (2/3) majority of the members returning a ballot marked for the amendment(s) on or before the time limit which shall be not less than fifteen days (15) after the date of postmark of the ballots to the members, the amendment(s) shall be considered adopted.

**Section IV:** Any conflict between the provisions contained in the Articles of Incorporation or with the By-Laws of the Corporation with the Non-Profit Act of Florida, as now enacted, or which the Florida Legislature, may later enact, will in all respects be deemed controlling.

**ARTICLE XIV**

**ORGANIZATIONAL MEETING**

The first meeting of the Board of Directors named in these Articles of Incorporation shall be deemed an organization meeting and shall be held in the City of Gainesville, Florida, at a place designated by the President on July 5, 2012, beginning at 7 o'clock in the evening. This meeting shall be for the purpose of organization and adoption of By-Laws, and the conduct of such other business that may properly come before such meeting.

**ARTICLE XV**

**DURATION**

The period during which the Corporation is to continue is perpetual.

**ARTICLE XVI**

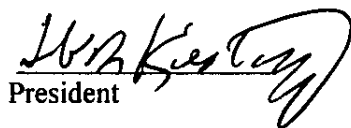
**DISSOLUTION**

In the event of dissolution or final liquidation of the Corporation, distribution of the assets may be made after all obligations and indebtedness have been satisfied to an organization(s) that qualifies under Section 501 (C) (3) of the United States Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue Law.

**ARTICLE XVII**

**ORGANIZATIONAL MEETING**

WITNESS OUR HAND AND SEAL THIS FIFTH DAY OF JULY, 2012

  
President

  
Executive Director/Treasure