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SECRETARY OF STATE
DIVISION OF CORPORATIONS

3/28/13

COVER LETTER

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

SUBJECT: Kretzer Piano Music Foundation, 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: Kathi Kretzer
Name (Printed or typed)
240 W Indiantown Rd, Suite 104
Address
Jupiter, FL 33458
City, State & Zip
561-310-4845
Daytime Telephone number
kkretzer@kretzerpiano.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
Kretzer Piano Music Foundation, Incorporated
A Florida Not-for-Profit Corporation**

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**ARTICLE I:
NAME AND CORPORATE EXISTENCE**

The name of this corporation shall be Kretzer Piano Music Foundation, Incorporated. The term of the corporation is perpetual. The corporate existence shall commence immediately upon filing the Articles of Incorporation with the Secretary of State, Division of Corporations.

**ARTICLE II:
PURPOSES**

The purposes for which this corporation is formed are:

- A. To provide scholarships to children from low-income families to receive music instruction.
- B. To initiate/sponsor music events in the community with an emphasis on providing performance opportunities for young musicians.
- C. These music events and concerts have a double purpose as they financially benefit local children's charities and also aid in keeping music in the schools.
- D. To operate exclusively in any other manner for such charitable, religious, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.
- E. To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of principles adopted by the founders of this corporation.
- F. This corporation is organized and operated exclusively for the above stated purposes, and for other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any private member.

**ARTICLE III:
INCORPORATOR, PRINCIPAL OFFICE, REGISTERED AGENT AND ADDRESS**

The name and address of the incorporator, principal office and registered agent is:
Kathi Kretzer, 240 W. Indiantown Rd, Suite 104, Jupiter, Fl. 33458.

**ARTICLE IV:
POWERS**

In furtherance of the objectives described above, but not in limitation thereof, the corporation shall have power, insofar as such power is conferred, or is not limited, by law, to make and perform

contracts for any lawful purpose, to engage in various funding and fund-raising activities, and to acquire, own, hold, operate, and maintain such property as is necessary to effectuate its purposes.

ARTICLE V: MEMBERSHIP

A. The corporation shall have one class of members only. All voting rights and other rights, interests, and privileges of each member shall be equal.

B. The admission, termination and transfer of membership shall be as stated in the Bylaws.

C. The rights and privileges of members, their liability for dues and assessments shall be as stated in the Bylaws.

ARTICLE VI: GOVERNING BODY

The powers of the corporation shall be exercised and its property controlled by a board of directors consisting of not less than three (3) members. The Directors' qualifications, the time and manner of electing, the terms and duties of office, and the manner of filling vacancies shall be as set forth in the Bylaws.

The initial Directors and their addresses are:

1. Kathi Kretzer 240 W. Indiantown Rd. Suite 104, Jupiter, FL 33458
2. Robin Arrigo 2242 Vero Beach Ln, West Palm Beach, FL 33411
3. Amanda Carr 33 Fleetwood Dr, Bella Vista, AR 72714
4. Jean Sterner 13108 Anderson Hill Rd, Clermont, FL 34711

The Directors named herein as the initial Board of Directors shall hold office until their successors are elected and qualified.

ARTICLE VII: OFFICERS AND COMMITTEES

Elected Officers. The officers of this corporation shall be a president, a vice president, a secretary and a treasurer. Other offices and officers may be established or appointed in accordance with the Bylaws. The qualifications of, the time and manner of electing, the duties of, the terms of office of, and the manner of removing, officers shall be as set forth in the Bylaws.

ARTICLE VIII: INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance

of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX: AMENDMENT OF ARTICLES

These articles may be amended or repealed, in whole or in part, only by a majority vote of this corporation's members at any duly organized meeting of the corporation specifically noticed for such purpose.

ARTICLE X: BYLAWS

Bylaws may be adopted, amended or repealed, in whole or in part, in the manner provided therein, and shall bind all members.

ARTICLE XI: DISTRIBUTION OF ASSETS

Upon 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, religious, educational, 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 a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to an exempt organization described in this paragraph.

ARTICLE XII: DISSOLUTION

This corporation shall be dissolved and its affairs terminated by a two-thirds majority vote of the corporation's voting members.

Upon dissolution of the corporation, no corporate assets shall be distributed to members but shall be contributed to a IRC 501(c)(3) qualified charitable, scientific or educational institution with similar objectives.

Executed by the undersigned at Tequesta, Florida, on the 21 day of MARCH, 2013.

Kathi Kretzer
Kathi Kretzer

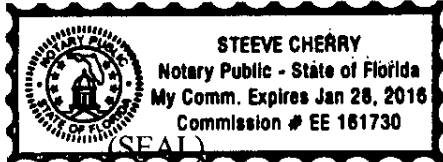
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared:

Kathi Kretzer

to me known to be the person described in and who executed the foregoing instrument and acknowledged before me, that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of March, 2013.



[Signature]
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Resident Agent and further state that I am familiar with and accept the obligations provided for in Florida Statute 607.325.

Executed this 21 day of March, 2013.

Kathi Kretzer
Kathi Kretzer

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