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Garlick, Hilfiker &

FAX No. 239-597-6984

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FLORIDA PROFIT/NON PROFIT CORPORATION

Philharmonic Center For The Arts, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PHILHARMONIC CENTER FOR THE ARTS, INC.
(A CORPORATION NOT FOR PROFIT)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, Thomas B. Garlick and Alan F. Hilfiker, for the purpose of forming a corporation not for profit under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of the corporation is Philharmonic Center For The Arts, Inc., with its principal office located at 9115 Corsea del Fontana Way, Suite 100, Naples, Florida 34109. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE II

PURPOSE AND NATURE OF CORPORATION

A. The purpose for which this corporation is organized is devoted to education and the humanities.

B. The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise

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and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE III

POWERS

The corporation shall have the power, either directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are set forth in furtherance of the exempt functions of political organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

MEMBERSHIP

The membership of this corporation shall be initially limited to the members of the Board of Directors hereinafter named as directors and such other persons or entity as from time to time may become members or the sole member by vote of a majority of directors or as set forth in the Bylaws.

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CHAMBER OF COMMERCE
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ARTICLE VTERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE VIINCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Thomas B. Garlick	9115 Corsea del Fontana Way Suite 100 Naples, Florida 34109
Alan F. Hilfiker	9115 Corsea del Fontana Way Suite 100 Naples, Florida 34109

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TALLAHASSEE, FLORIDA

ARTICLE VIIDIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, members of which shall be appointed or elected pursuant to the By-Laws of the corporation. The number of directors shall be fixed as set forth in the By-Laws, but shall never be less than three (3). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Thomas B. Garlick
9115 Corsea del Fontana Way
Suite 100
Naples, Florida 34109

Alan F. Hilfiker
9115 Corsea del Fontana Way
Suite 100
Naples, Florida 34109

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ARTICLE VIIIREGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 9115 Corsea del Fontana Way, Suite 100, Naples, FL 34109, and the name of the registered agent at such address is Thomas B. Garlick.

ARTICLE IXBY-LAWS

The Board of Directors of this corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XAMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by the officers of the corporation and approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting of the Board duly called in accordance with the Bylaws of the corporation.

ARTICLE XILIMITATIONS ON ACTIONS

All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers, or any of the private persons, except that the Corporation shall be authorized to pay reasonable

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compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of its activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or interfere in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any political candidate. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions or any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) it shall not:

(a) fail to distribute its income for each taxable 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 (or corresponding provisions of any subsequent revenue laws):

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

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(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws); or


(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws).

ARTICLE XII

DISSOLUTION

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the corresponding provisions of any prior or future law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or director of this Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles this 27 day of June, 2014.



Thomas B. Garlick, Incorporator


Alan F. Hilfiker, Incorporator

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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing was acknowledged before me this 27 day of June, 2014, by Thomas B. Garlick and Alan F. Hilfiker, who are personally known to me or who have produced _____ as identification.



NOTARY PUBLIC

Name: _____

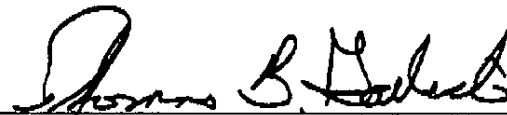
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT



Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: June 27, 2014.



Thomas B. Garlick, Registered Agent

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TALLAHASSEE, FLORIDA