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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Vanderbilt Presbyterian Music Society, Inc.**

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**ARTICLES OF INCORPORATION**

**OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**VANDERBILT PRESBYTERIAN MUSIC SOCIETY, INC.**

**(a Florida Corporation Not For Profit)**

The undersigned, acting as incorporator of a corporation not for profit organized under Chapter 617, Florida Statutes, commonly known as the "Florida Not For Profit Corporation Act," hereby adopts the following Articles of Incorporation for such corporation not for profit:

**ARTICLE I  
NAME**

The name of the Corporation not for profit is Vanderbilt Presbyterian Music Society, Inc.

**ARTICLE II  
PURPOSE**

The general purposes for which the Corporation is organized are as follows:

A. This Corporation is organized to support the music activities of Vanderbilt Presbyterian Church, Inc. in Naples, Florida (the "Church"). Music is central to the attraction of Church members. By having the music program and ownership of the organ in a separate entity, certainty is achieved that donations to the music program will be used to support a terrific musical asset and program. Because it is structurally separate from the Church, donations, including bequests, are assured to be used for the music activities of the Church. In particular, the Corporation shall solicit donations for, purchase, lease, construct, install, manage, borrow to finance the purchase of, grant a lien on, operate and maintain a pipe organ in the Church, invest and reinvest funds for the benefit of the Church and to carry out such programs, including the making of grants, as would support the music program of the Church. The Corporation may also carry out any other charitable and statutory purposes which would support the Church. All of the activities of the Corporation shall be limited to those which may be carried out by an organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, (the "Code") and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on

of propaganda or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of or against any candidate for public office, at any time.

C. The following shall apply during any period of time that the Corporation is classified as a private foundation under Section 509 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2)(A) and 2522 of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

E. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE III  
PRINCIPAL OFFICE AND ADDRESS**

The mailing and principal office address of the Corporation is 1225 Piper Blvd., Naples Florida 34110.

**ARTICLE IV  
DURATION**

The term of the Corporation is perpetual.

**ARTICLE V  
DIRECTORS**

The number of Directors of the Corporation shall be no less than five (5). The method of the election of the Directors of the Corporation is set forth in the By-laws of the Corporation. The initial Directors of the Corporation names and addresses are as follows:

R. Max Gould	President	28536 Talori Terrace, Bonita Springs, FL 34135
Ronald Shaffer	Vice President	2313 Island Cove Circle, Naples, FL 34109
Carolyn Magarro	Secretary	4874 Least Tern Court, Naples, FL 34119
Samuel Hinkle	Treasurer	12888 Valewood Drive, Naples, FL 34119

**ARTICLE VI  
MEMBERS**

The member of the Corporation shall be Vanderbilt Presbyterian Church, Inc., Naples, Florida.

**ARTICLE VII  
REGISTERED OFFICE AND AGENT**

The registered agent and office of the Corporation shall be Joshua M. Bialek, Esquire, c/o Porter, Wright, Morris & Arthur LLP, 9132 Strada Place, Third Floor, Naples, Florida 34108.

**ARTICLE VIII  
INCORPORATORS**

The names and address of the incorporator is Joshua M. Bialek, Esquire, of 9132 Strada Place, Third Floor, Naples, Florida 34108.

From:

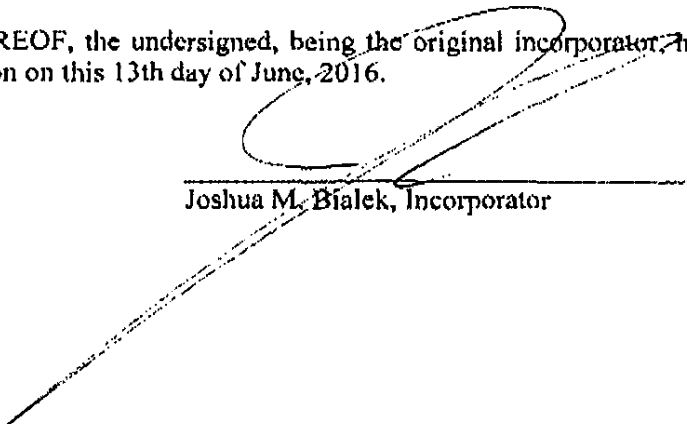
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**ARTICLE IX  
AMENDMENT**

The Corporation reserves the right, by the affirmative vote of the majority of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated in these Articles and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has signed these Articles of Incorporation on this 13th day of June, 2016.



Joshua M. Bialek, Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Vanderbilt Presbyterian Music Society, Inc.
2. The name and address of the registered agent and office are:

Joshua M. Bialek, Esq.  
c/o Porter, Wright, Morris & Arthur LLP  
9132 Strada Place, Third Floor  
Naples, Florida 34108

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: June 13, 2016



Joshua M. Bialek, Esquire