

6/25/2019

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MILLENNIUM MASTER CHORALE OF CENTRAL FLORIDA
INC**

Certificate of Status	0
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S. YOUNG

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**AMENDED ARTICLES OF INCORPORATION
OF
MILLENNIUM MASTER CHORALE OF CENTRAL FLORIDA INC**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be:

MILLENNIUM MASTER CHORALE OF CENTRAL FLORIDA INC (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1015 Perkins Street, Leesburg, Florida 34748.

ARTICLE III - Object and Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary 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 provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida relating to choral music performance and education in Sumter County, Florida and for the primary benefit of the residents thereof (the "Purpose"), and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) (the "Act") as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage. Notwithstanding anything contained in these Articles, the Bylaws (as defined in Article VIII), or any other instrument, agreement, or other document governing the affairs of the Corporation to the contrary, the Corporation shall not engage in any activity or business that is not related to, and that does not further, the Purpose.

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the registered office of the Corporation on the date hereof is 1015 Perkins Street, Leesburg, Florida 34748, and the name of the registered agent of the Corporation at that address on the date hereof is Phyllis Anderson.

ARTICLE VI – Board of Directors Generally

A. The business affairs of the Corporation shall be managed by a Board of Directors (the “Board”). Members of the Board (“Director” or “Directors”) shall be at least 18 years old and shall satisfy such other conditions as may be set forth in the Bylaws.

B. The number of Directors may be either increased or diminished from time to time by the Board in accordance with the Bylaws, but there shall always be at least three (3) Directors.

C. Directors, as such, shall not receive compensation for their services. The Board may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Directors shall be elected, appointed, and removed as provided herein and in the Bylaws.

F. The initial Directors appointed by these Articles are:

Name:
Phyllis Anderson
Diane Burns
Marilyn Burns

H. Vacancies in the Board, whether occurring by reason of an increase in the size of the Board, or the death, resignation, disqualification, or removal of a Director, or the expiration of a Director's term, shall be filled by the affirmative vote of the majority of the full Board of remaining Directors, even if the remaining Directors do not constitute a quorum. A Director shall hold office until his or her successor is appointed following the expiration of the Director's term, or his or her earlier resignation, removal, or death.

I. At a special meeting of the Board, any Director may be removed with or without cause by a vote of a majority of the full Board. If such Director is a member of any committee of the Board, he or she shall cease to be a member of that committee when he or she ceases to be a Director.

ARTICLE VII - Amendment to Articles

A. Except for the amendments described in Article VII, Section B below, these Articles may be amended by the affirmative vote of at least two-thirds (2/3) of the Directors present at any annual or special meeting of the Board duly called (in whole or in part) for that purpose.

B. Any amendment to these Articles or to the Bylaws of the Corporation that has the effect of amending, restating, deleting, or otherwise affecting the Purpose (as specifically defined by Article III, Section B), or of permitting the Corporation, the Board, or any other officers or other representatives of the Corporation to appropriate, allocate, pay, assign, or otherwise transfer or commit any property, money, or other assets of the Corporation shall require the affirmative vote of a Supermajority of the full Board of Directors. The minimum number of Directors required for any action under this section shall be at least seven (7) directors.

ARTICLE VIII - Bylaws

Except as may be limited in Article VII above, the power to adopt, alter, amend or repeal bylaws of the Corporation ("Bylaws") shall be vested in the Board, and shall be governed by the provisions of the Bylaws relating to amendment thereof.

ARTICLE IX - Dissolution

A. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation (1) in a manner consistent with the Purpose, including to such organization or organizations organized and operated exclusively for tax-exempt purposes who irrevocably commit to utilize the assets exclusively for the Purpose and who shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

B. Any assets not disposed of by the Board as provided herein, shall be disposed of by a court of competent jurisdiction in Sumter County, Florida, exclusively for tax-exempt purposes relating to the Purpose or to the Board of County Commissioners of Sumter County, Florida or any subdivision thereof for public purposes.

ARTICLE X – Membership

The Corporation shall not have any members or shareholders.

ARTICLE XI – Incorporator

The name and street address of the incorporator signing these Articles is:

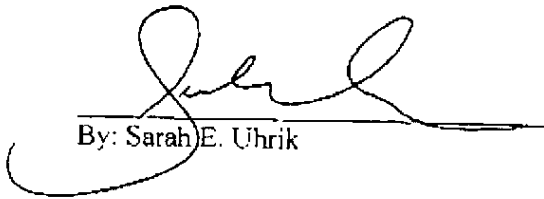
Name

Sarah E. Uhrik, Esq.

Street Address

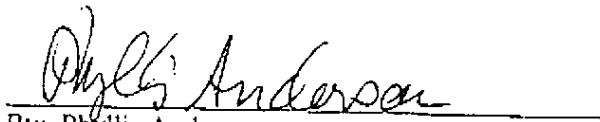
McLin Burnsed
1028 Lake Sumter Landing
The Villages, Florida 32162

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors has executed these Amended Articles of Incorporation this 25th day of June 2019.


By: Sarah E. Uhrik

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the Registered Agent of Millennium Master Chorale of Central Florida Inc


By: Phyllis Anderson

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

07/09/19

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Sarah E. Ulirik

(Typed or printed name of person signing)

Incorporator

(Title of person signing)