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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 25, 2019

RICARD R. GANES, ESQ.
1515 RINGLING BOULEVARD, 10TH FLOOR
SARASOTA, FL 34236 US

SUBJECT: LAKEWOOD RANCH WIND ENSEMBLE, INC.
Ref. Number: W19000102373

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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

We have received your document for LAKEWOOD RANCH WIND ENSEMBLE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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.

Nadira D McClees-Sams
Regulatory Specialist II

Letter Number: 719A00023994

ARTICLES OF INCORPORATION
OF
LAKEWOOD RANCH WIND ENSEMBLE, INC.

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CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

These articles of incorporation are signed by the undersigned incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. – NAME AND PRINCIPAL OFFICE

The name of this corporation is LAKEWOOD RANCH WIND ENSEMBLE, INC. The street address of the initial principal office of the corporation is 1515 Ringling Boulevard, 10th Floor, Sarasota, Florida 34236. The mailing address of the corporation is the same.

ARTICLE II. – TERM

The corporation has perpetual existence.

ARTICLE III. - PURPOSE

The nature of activities to be conducted are to engage in any lawful act or activity permitted under Florida Statutes, Chapter 617, which is charitable, religious and/or educational in nature, which entitles the Corporation to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (the "Code"), and more particularly to (a) provide educational opportunities for musicians from Lakewood Ranch, Sarasota and Manatee Counties, Florida, and their surrounding communities, to learn about and experience traditional and contemporary wind ensemble repertoire; (b) to provide performance opportunities for woodwind, brass, and percussion instrumentalists from Lakewood Ranch, Sarasota and Manatee Counties, Florida, and their surrounding communities; and (c) to produce, sponsor, and present wind ensemble and other music performances for the cultural enrichment of the residence of Lakewood Ranch, Sarasota and Manatee Counties, Florida, and their surrounding communities.

ARTICLE IV. – MEMBERS

The corporation does not have members.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation are managed by a board of directors consisting of at least three directors. The rules concerning the election of directors, the size and governance of the board of directors, and the management of its affairs, shall be as set forth in the by-laws of the corporation.

ARTICLE VI. - REGISTERED OFFICE AND AGENT

The registered office for this corporation is 1515 Ringling Boulevard, 10th Floor, Sarasota, Florida 34236. The registered agent is RICHARD R. GANS.

ARTICLE VII. – POWERS

Except as otherwise provided in these Articles of Incorporation, this corporation shall have and exercise all powers of not-for-profit corporations under the laws of the State of Florida which are necessary or convenient to effect the purposes of the corporation.

ARTICLE VIII. – LIMITATION OF ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX. – PRIVATE FOUNDATION LIMITATIONS

If the corporation is or becomes a private foundation (as defined in Section 509 of the Code), then the corporation will distribute its income for each taxable year in a way that will not subject it to tax under Section 4942 of the Code. The corporation shall not self-deal (as defined Section 4941(d) of the Code), shall not retain excess business holdings (as defined in Section 4943(c) of the Code), shall not make investments which will subject the corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE X. - INCORPORATOR

The name and address of the incorporator are as follows:

RICHARD R. GANS
1515 Ringling Boulevard, 10th Floor
Sarasota, Florida 34236

ARTICLE XI. – BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors

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at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by the requisite affirmative vote by the board of directors; provided however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity that will cause it to lose its exemption status under Section 501(c)(3) of the Code.

ARTICLE XIII.- DISSOLUTION

The Corporation may be dissolved and liquidated at any time by the affirmative vote of 75% of the members of the Board of Directors or as otherwise provided by Florida law. Upon liquidation, the assets remaining after payment of all liabilities shall be distributed, in the amount and proportion determined by the vote of 75% of the members of the Board of Directors, (i) to one or more organizations then described in Section 501(c)(3) of the Code having missions and purposes similar to those of this corporation; and/or (ii) to one or more public or private educational institutions and organizations for use in the advancement of music performance then described in 501(c)(3) of the Code. Any remaining assets not so disposed of by the Board of Directors shall be disposed of by the court having jurisdiction over charitable corporations in the state in which the principal office of the Corporation is then located, exclusively for exempt purposes taxation under Section 501(c)(3) of the Code, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.

ARTICLE XIV.- INDEMNIFICATION

To the maximum extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact he or she is or was a director or officer of the corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for a director or officer who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall enure to the benefit of the heirs and personal representative of such person; provided, however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, the past or present officer or director instituting such suit shall not have the right of indemnification hereunder in connection with that suit. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth and, if such insurance is purchased but the proceeds thereof are not sufficient to cover the cost of indemnification, the deficiency shall be paid from corporate funds. This indemnification is an absolute right, and any such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on

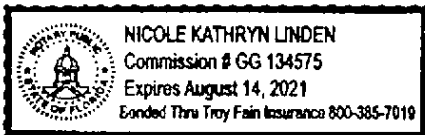
12/2, 2019.




RICHARD R. GANS

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on 12/2, 2019, by RICHARD R. GANS, who ☒ is personally known to me or ☐ has produced _____ as identification.

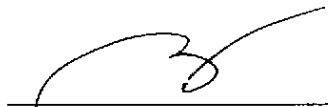




Print Name NICOLE K. LINDEN
Notary Public
Serial Number (if any) _____
My commission expires: _____

Having been named as registered agent 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent signature:



RICHARD R. GANS

Dated: 12/2/19

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