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CLERK OF STATE  
TALLAHASSEE, FL

T. MATTHEWS

APR 17 2024

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## COVER LETTER

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

**SUBJECT:** Play It Forward Orchestra, 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:** Nancy Stewig  
\_\_\_\_\_  
Name (Printed or typed)

3030 North Rocky Point Drive, Suite 650  
\_\_\_\_\_  
Address

Tampa, FL 33607-5906  
\_\_\_\_\_  
City, State & Zip

(214) 570-0700  
\_\_\_\_\_  
Daytime Telephone number

nancy@baalegal.com

E-mail address: (to be used for future annual report notification)

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

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2024 APR -8 PM 3:11

CLERK OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF  
PLAY IT FORWARD ORCHESTRA, INC.**

A Florida Not For Profit Corporation

The undersigned incorporator submits the following Articles of Incorporation for Play It Forward Orchestra, Inc. (the "Corporation") under the Florida Not For Profit Corporation Act (the "Act"):

**ARTICLE 1  
NAME**

The name of the Corporation is Play It Forward Orchestra, Inc. The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE 2  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is 2413 West North B Street, Tampa, Florida 33609.

**ARTICLE 3  
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1985, as amended, or corresponding provisions of any subsequent federal tax laws, related regulations, rulings, and procedures (hereinafter, the "Internal Revenue Code").

**ARTICLE 4  
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. The Corporation shall exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(3) of the Internal Revenue Code. The Corporation shall do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them. More particularly, but without limitation, the purposes of this Corporation are:

- a. To create and maintain a non-profit community musical performance organization for the education and participation of community members;
- b. To educate amateur-level musicians and the public through instruction, practice, and performance of music;
- c. To encourage interest and participation in music-oriented activities among the public;
- d. To educate the public and those engaged in the pursuit of various music-related activities by any means conducive to that end;
- e. To better the conditions of those engaged in the pursuit of various music-related activities;
- f. To encourage music lovers to become involved in the community by stimulating advocacy and volunteerism;
- g. To promote the performing arts;
- h. To encourage public volunteerism through music;
- i. To raise funds to benefit its charitable causes and to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;
- j. To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere;
- k. To promote, encourage, and foster any other similar charitable, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation;
- l. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(3) of the Internal Revenue Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the

necessity of authorization or approval of any individual or entity whatsoever save and except as provided in these Articles of Incorporation and the Bylaws of the Corporation; and

- m. To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

## **ARTICLE 5 POWERS**

Except as otherwise provided in these Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

## **ARTICLE 6 RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS**

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- a. The Corporation shall not pay dividends or other corporate income to its members of the Board of Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Internal Revenue Code. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code. Regardless of any other provision in this Certificate or state law, the Corporation shall have no power to:
  - (1) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
  - (2) Serve a private interest other than one that is clearly incidental to an overriding public interest.

- (3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
  - (4) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
  - (5) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
  - (6) Distribute its assets on dissolution other than for one or more exempt purposes.
  - (7) Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.
  - (8) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
  - (9) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.
- b. In the event the Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE 7**

### **REGISTERED OFFICE AND AGENT**

The name and Florida street address of the initial registered agent of the Corporation is Asiatico Law, LLC, whose location and municipal address is 3030 North Rocky Point Drive, Suite 650, Tampa, Florida 33607. The Board of Directors may change the registered agent at its discretion.

**ARTICLE 8  
MEMBERS**

The Corporation shall have no members.

**ARTICLE 9  
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members of the Board of Directors shall be no less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending these Articles of Incorporation, or by amending the Bylaws, either of which shall have the same force and effect. Members of the Board of Directors shall be natural persons but need not be residents of Florida.

The names and addresses of the initial Board of Directors are:

Karen Bishop  
2413 West North B Street  
Tampa, Florida 33609

Bryan Camus  
2413 West North B Street  
Tampa, Florida 33609

Julie Dumois-Sands  
2413 West North B Street  
Tampa, Florida 33609

Claudia Davidson  
2413 West North B Street  
Tampa, Florida 33609

All future members of the Board of Directors will be appointed in the manner prescribed in the Bylaws.

**ARTICLE 10  
DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any

organization designated by the Board of Directors of the Corporation that is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Florida tax code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 11 CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

#### **ARTICLE 12 AMENDMENT**

These Articles of Incorporation may only be amended as stated in the Bylaws.

#### **ARTICLE 13 INCORPORATOR**

The name and address of the incorporator is Katari Buck, whose address is 3030 North Rocky Point Drive, Suite 650, Tampa, Florida 33607-5906.

#### **ARTICLE 14 EFFECTIVENESS OF FILING**

This document becomes effective when the document is filed by the Florida Department of State, Division of Corporations.

#### **REGISTERED AGENT SIGNATURE**

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Katari Buck, Principal

April 1, 2024

Date



### EXECUTION

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

Signed this 1<sup>st</sup> day of April, 2024.

A handwritten signature in black ink, appearing to read "Katari Buck", written over a horizontal line.

Katari Buck, Incorporator