

N94000002065

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

FPOM, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 5, 2003

FPOM, INC.
515 E. LAS OLAS BLVD., SUITE 1500
FORT LAUDERDALE, FL 33301

SUBJECT: FPOM, INC.
REF: N94000002065

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

THE CURRENT NAME OF THE CORPORATION SHOULD BE IN THE HEADING, NOT THE NEW NAME.

PLEASE REMOVE THE WORD "INITIAL" FROM ARTICLE VI.

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Karen Gibson
Document Specialist

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**RESTATED
ARTICLES OF INCORPORATION
OF
FPOM, INC.
(a Florida Not for Profit Corporation)**

03 MAR -5 PM 4:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The current name of the Corporation is FPOM, INC. (the "Corporation").
2. These Restated Articles of Incorporation are a complete restatement of the Articles of Incorporation of the Corporation, as amended. There are no members of the Corporation, and, as such, member approval is not required. These Restated Articles of Incorporation have been duly adopted at a meeting of the Board of Directors of the Corporation at which a quorum was present, and these Restated Articles of Incorporation shall be effective as of such date.
3. Pursuant to the provisions of Florida Statutes §617.1007, the Corporation hereby restates its Articles of Incorporation (these "Articles") in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation shall be "AMERICAN FRIENDS OF THE ENGLISH CHAMBER ORCHESTRA MUSIC SOCIETY, INC." (hereinafter referred to as the "Corporation").

ARTICLE II - CORPORATE NATURE

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE IV - PURPOSES

A. The purpose of the Corporation is to (i) provide a benefit to the Florida Philharmonic Orchestra, Inc. (the "Orchestra") and its musicians by supporting and funding touring by the Orchestra, recording of arrangements by the Orchestra and the providing of instruments for the musicians of the Orchestra to use while they are performing members of the Orchestra, and for any other purposes in furtherance of the Orchestra's exempt function, and (ii) to provide funds to the English Chamber Orchestra & Music Society, Ltd., based in London, England for activities similar to those of the Orchestra.

The achievement of these goals will result in stimulation, promotion and encouragement of the works of the Orchestra and help promote and develop the arts.

The Bylaws of the Corporation may provide examples of the possible use and purposes of the Corporation in illustration as opposed to limitation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

ARTICLE V - MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of three (3) or more members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VI - BOARD OF DIRECTORS

The names and addresses of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Dianne K. Bienes	141 Bay Colony Drive Fort Lauderdale, Florida 33301
Michael S. Bienes	141 Bay Colony Drive Fort Lauderdale, Florida 33301
Francis B. Brogan, Jr.	515 East Las Olas Boulevard Suite 1500 Fort Lauderdale, Florida 33301

ARTICLE VII - POWERS

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds by any legal means for the encouragement of its purposes, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

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ARTICLE VIII - LIMITATIONS

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, except that 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 IV hereof.

B. No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Francis B. Brogan, Jr., and the street address of the Corporation's initial registered agent is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE X - INCORPORATORS

The names and addresses of the incorporators of the Corporation are Michael S. Bienes, 141 Bay Colony Drive, Fort Lauderdale, Florida 33301, Francis B. Brogan, Jr., 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, Florida 33301, Matthew Carone, 904 North Rio Vista Boulevard, Fort Lauderdale, Florida 33301, James Judd, 2421 Barcelona Drive, Fort Lauderdale, Florida 33301, and David Kahn, Le Meridien Grosvenor House, Park Lane, London, W1L 7TM, United Kingdom.

ARTICLE XI - CONTRIBUTIONS

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE XII - DISTRIBUTION ON DISSOLUTION

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

ARTICLE XIII - NO MEMBERS

The Corporation shall not have Members.

ARTICLE XIV - DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XV - BYLAWS

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

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ARTICLE XVI - AMENDMENT

These Articles of Incorporation may be amended, in whole or in part, only by either Michael S. Bienes or Dianne K. Bienes, during their lives and while they are not Unable to Act. After the death of Michael S. Bienes or Dianne K. Bienes, or if either individual is Unable to Act, these Articles may be amended or repealed by the other individual who is not Unable to Act. After the deaths of both Michael S. Bienes and Dianne K. Bienes, or if both individuals are Unable to Act, these Articles may not be amended or repealed by any person. Notwithstanding the foregoing sentence, after the deaths of Michael S. Bienes and Dianne K. Bienes, or if both individuals are Unable to Act, the Board of Directors may, by unanimous agreement, amend these Articles if such an amendment is required for the Corporation to continue to qualify as an organization described in Section 501(c)(3) of the Code. Any such amendment shall only be made to the minimum extent necessary to continue such qualification.

For purposes of this Article, an individual shall be "Unable to Act" if he or she is not serving as a Director of the Corporation, or if and so long as such individual shall, in the opinion of two medically certified doctors, be incapable of performing his or her duties by reason of advanced age, illness, accident, or any other cause.

The undersigned executes these Restated Articles of Incorporation of AMERICAN FRIENDS OF THE ENGLISH CHAMBER ORCHESTRA MUSIC SOCIETY, INC. this 31 day of March, 2003.



Michael S. Bienes, President

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**CONSENT OF REGISTERED AGENT
OF
AMERICAN FRIENDS OF THE ENGLISH CHAMBER
ORCHESTRA MUSIC SOCIETY, INC.**

The undersigned, Francis B. Brogan, Jr., having been named as registered agent to accept service of process for **AMERICAN FRIENDS OF THE ENGLISH CHAMBER ORCHESTRA MUSIC SOCIETY, INC.**, a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.


Francis B. Brogan, Jr.
Registered Agent