

N95000000161



JAMES L. BERFIELD

Counselor at Law

AMERILIFE TOWERS
FIRST FLOOR EAST
2536 COUNTRYSIDE BLVD.
CLEARWATER, FL. 34623
(813) 796-2112

January 5, 1995

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

500001375285
-01/10/95--01103--016
****122.50 ****122.50

RE: International Masterworks Chorus
of Tampa Bay, Inc.

Dear Madam:

Enclosed please find Robert J. Knabel's check #2965 in the amount of \$122.50 to cover the filing of the Articles of Incorporation for the above referenced organization.

We have also enclosed an additional copy of the articles and would appreciate having a certified copy returned to our office.

Thank you for your assistance in this matter.

Sincerely,


James L. Berfield

JLB:s

encl.

SECRET
TALLAHASSEE, FL

95 JAN -9 11 2 53

FILED

WJ
1-12-95

ARTICLES OF INCORPORATION
OF
INTERNATIONAL MASTERWORKS CHORUS
OF TAMPA BAY, INC.

FILED
95 JAN -9 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is INTERNATIONAL
MASTERWORKS CHORUS OF TAMPA BAY, INC.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for
the purpose of making travel arrangements to Europe for a chorus.

ARTICLE III
DURATION

The term of existence of the corporation is for three
(3) years.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this cor-
poration is formed are:

A) To make travel arrangements to Europe for an inter-
denominational chorus for the "D" Day Celebration.

B) To operate exclusively in any other manner for such
religious, charitable and educational purposes as will qualify it

as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three (3) years until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such places and times as the Board of Directors may designate as specified in the By-Laws of this corporation.

All corporate policy and corporate actions requiring a Directors vote shall be approved by a majority vote and a

quorum. Directors may be added or removed by a majority vote (quorum) of the Board of Directors. A quorum and/or majority in this case and in all cases to follow shall constitute the presence of at least 66 2/3% of the Directors. No business may be conducted without a quorum.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>NAME</u>	<u>ADDRESS</u>
DR. DONALD RALSTON	2265 Vanderbilt Dr. Clearwater, FL 34625
DR. BARRY BANTHER	707 Wideview Drive Tarpon Springs, FL 34689
DR. TED MONNIER	2424 Sunset Point Rd. Clearwater, FL 34625

B) Corporate Officers. The Board of Directors shall elect the following officers: Chairperson/President, Vice President,

Secretary and Treasurer, and such other officers as the By-laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>
Chairperson/ President: DR. DONALD RALSTON	2265 Vanderbilt Dr. Clearwater, FL 34625
Vice President/ Secretary/Treasurer DONNA BERNDT	2040 World Parkway #58 Clearwater, FL 34623
Vice President/ DONALD L. IMSON	1466 Byram Drive Clearwater, FL 34615

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of

any candidate for public office.

C) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DR. DONALD RALSTON	2265 Vanderbilt Drive Clearwater, FL 34625
DR. BARRY BANTHER	707 Wideview Drive Tarpon Springs, FL 34689
DR. TED MONNIER	2424 Sunset Point Rd. Clearwater, FL 34625

ARTICLE X AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws

of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this corporation is dedicated to travel arrangements for a inter-denominational chorus to travel to Europe for "D" Day Celebration and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporation's principal office and the address of the Registered Agent shall be 2265 Vanderbilt Drive Clearwater, Florida and the name of the initial Registered Agent of this corporation at that address is DR. DONALD RALSTON.

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and

Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 29TH day of NOVEMBER, 1994.

WITNESSED BY:

Paul Williams
Marshall L. Bennett, Jr.
Julia Tuttle

Dr. Donald Ralston
DR. DONALD RALSTON
Subscriber
Ted Monnier
DR. TED MONNIER
Subscriber
Barry Bantner
DR. BARRY BANTNER
Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DR. DONALD RALSTON, who produced a Florida Driver's License as identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of SEPTEMBER, 1994.

Richard A. Rosini

My Commission Expires:



NOTARY PUBLIC #
MY COMMISSION EXPIRES
October 14, 1994

BONDED THRU NOTARY PUBLIC UNDERWRITERS

I HEREBY accept to act as the initial Registered Agent for INTERNATIONAL MASTERWORKS CHORUS OF TAMPA BAY, INC. as stated in these Articles of Incorporation.

WITNESSED BY:

Donald J. Whisher
Leonard A. Marshall

Donald Ralston
DONALD RALSTON
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DR. TED WONNIER, who produced a Florida Driver's License as identification and known to me to be the person who executed the foregoing document and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of September, 1994.

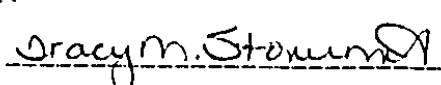

Notary Public # CC324356

My Commission Expires: 10/31/97

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared to DR. BARRY BANTHER, who produced a Florida Driver's License as identification and known to me to be the person who executed the foregoing document and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of Nov., 1994.


Notary Public # CC358405

My Commission Expires:

WDAS:Master-5



"OFFICIAL SEAL"
Tracy M. Stonum
My Commission Expires 3/22/98
Commission #CC 358405