

N95000000620

Phillip C. Spurgers
(Requestor's Name)

2320 Kase Dr.
(Address)

Tallahassee
(Address)

Florida 32343 385-6351
(City/State/Zip/Phone #)

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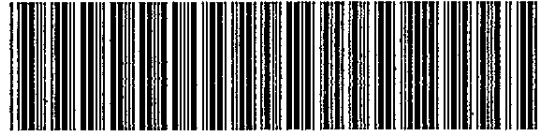
(Business Entity Name)

(Document Number)

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Restated
Articles &
name change

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05 DEC 21 PM 3:28
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

DR
12/21/05

RESTATED
ARTICLES OF INCORPORATION
OF
BIG BEND COMMUNITY
ORCHESTRA ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to resolution duly adopted by the Board of Directors of the Corporation, hereby submits, for filing with the Secretary of State, State of Florida, the following Restated Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is hereby changed to The Artist Series of Tallahassee, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and the mailing address for the Corporation shall be 1345 Thomasville Road, Tallahassee, FL 32303.

ARTICLE III

Purposes

The purpose for which the Corporation is organized is to develop, foster and promote the arts as experiences central to the lives of the citizens of Leon County, Florida and the surrounding region, as more particularly provided in the by-laws of the Corporation.

ARTICLE IV

Members

The Corporation shall have no members

ARTICLE V
Board of Directors

The directors, and their successors, shall be elected by the Board of Directors in such number and as otherwise provided in the by-laws of the Corporation.

ARTICLE VI
Limitation of Powers

The Corporation is organized exclusively for a charitable and educational purpose, including for such purpose the making of distributions to organizations qualified under section 501(c)(3) of the Internal Revenue Code or other corresponding section of any future federal tax code.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 charitable and educational purpose of the Corporation.

(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 or in opposition to 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 or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

(d) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any

future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the Corporation is then located, exclusively for such purposes, or to such organization or organizations as the court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE VII

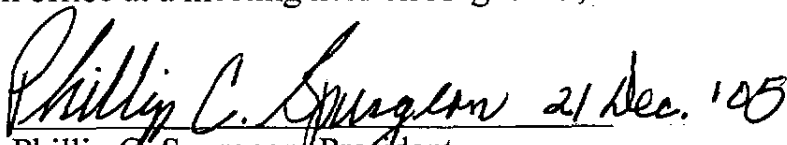
Registered Agent and Street Address

The address of the registered office of the Corporation and the name of its registered agent at that address are as follows:

Philip C. Spurgeon, Registered Agent
2320 Kara Drive
Tallahassee, FL 32303

CERTIFICATE

The undersigned, as President of the Corporation, hereby certifies that the foregoing Restated Articles of Incorporation do not require member approval and have been adopted by a majority vote of the members of the Board of Directors then in office at a meeting held on August 29, 2005.


Phillip C. Spurgeon, President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

DEC 21 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

The Artist Series of Tallahassee, Inc.

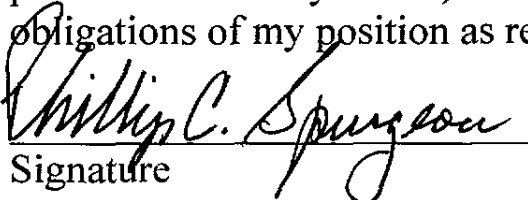
2. The name and address of the registered agent and office is:

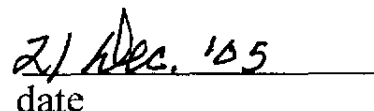
Registered agent: Phillip C. Spurgeon

Address of registered office:

2320 Kara Drive
Tallahassee, FL 32303

Having been named as registered agent and 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.


Signature


date