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TALLAHASSEE, FLORIDA

H95-06485

ARTICLES OF INCORPORATION
OF
THE BAROQUE FESTIVAL OF FLORIDA, INC.
A Florida Not-For-Profit Corporation

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55 JUN -9 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation (the "Corporation")
under the provisions of Chapter 617 of the Florida Statutes, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be THE BAROQUE FESTIVAL OF
FLORIDA, INC.

ARTICLE II - PURPOSES

Section 1. The Corporation has been organized exclusively for charitable,
cultural, educational and other purposes within the scope of Section 501(c)(3) of the Internal
Revenue Code of 1986 ("the Code").

Section 2. Without limiting the generality of section 1 above, the specific
purposes of the Corporation shall be:

- A. To provide cultural and educational enrichment to the
community;
- B. To develop support through the realization of philanthropic
commitments;
- C. To educate the community with regard to its present status
and its goals for the future, and;

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ACE INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
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D. To establish policies and guidelines to attain the foregoing objectives.

ARTICLE III - POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of section 1 above, the specific powers of the Corporation shall be:

A. To acquire, through gifts, grants, endowment funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable, cultural and educational purposes of the Baroque Festival of Florida, Inc.;

B. To make charitable contributions to any other organization exempt from taxation under Section 501 (c)(3) of the Code with similar objectives;

C. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

D. To utilize its income in furtherance of the foregoing objectives.

ARTICLE IV - LIMITATIONS ON ACTIVITIES

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Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Trustee or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any other corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in section 3 below. No 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to a similar-in-purpose organization or organizations organized and operated exclusively for cultural, charitable, or educational purposes which, at the time of such disposition, qualify as an exempt organization or

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organizations under Section 501(c)(3) of the Code, as the Board of Trustees of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION

The principal office and mailing address of the Corporation shall be 29605 US 19 N, Suite 130, Clearwater, Florida 34621.

ARTICLE VII - MEMBERS OF THE CORPORATION

Section 1. Members shall be those individuals, corporations, partnerships, trusts, estates or any other legal entities that make charitable contributions to the Corporation in accordance with the policies and guidelines as may be established from time to time by the Board of Trustees of the Corporation.

Section 2. Members shall not be entitled to vote or otherwise participate in the business and affairs of the Corporation, the management of the Corporation being reserved to its Board of Trustees; provided, however, Members shall be entitled to such other rights, privileges and benefits as may be conferred on Members by the Board of Trustees of the Corporation.

ARTICLE VIII - BOARD OF TRUSTEES

Section 1. The business and affairs of the Corporation shall be managed by a Board of Trustees.

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Section 2. The members of the Initial Board of Trustees of the Corporation, who shall serve until the organizational meeting of the Corporation held by the Board of Trustees following the filing of these Articles of Incorporation, shall consist of three (3) individuals whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Marilyn C. Michael-Evans	312 Mariva Avenue Clearwater, Florida 34615
Mary K. Wilson	5173 Horseshoe Place N.E. St. Petersburg, Florida 33703
Susan E. Pease	3025 Arbor Oaks Drive Tarpon Springs, Florida 34689

Section 3. The number of Trustees shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 4. Trustees shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

Section 1. The Board of Trustees shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held by the Board of Trustees following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Trustees in accordance with the provisions of the Bylaws.

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ARTICLE X - AMENDMENTS

Section 1. The power to alter, amend or repeal these Articles of Incorporation may be exercised by the Board of Trustees of the Corporation.

ARTICLE XI - REGISTERED OFFICE

The street address of the initial registered office of the Corporation shall be 29605 US Highway 19 North, Suite 130, Clearwater, FL 34621 and the name of the initial registered agent at such address is Thomas E. Pease.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

Thomas E. Pease Date 6/9/95
Thomas E. Pease

ARTICLE XII - INCORPORATOR

The name of the incorporator is Susan E. Pease, whose address is:

3025 Arbor Oaks Drive
Tarpon Springs, Florida 34689

In witness whereof I have subscribed my name Susan E. Pease
Susan E. Pease

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05 JUN -9 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Susan E. Pease, known to me and known by me to be the person who executed the foregoing Articles of Incorporation or who has produced divorce papers as identification and who did take an oath and she acknowledged before me that she executed those Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, the 9th day of June, 1995.

NOTARY: [Signature]



JAMES L. BICKNELL
My Commission CC-000261
Expires Sep. 30, 1998

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