

N95000002814

TRANSMITTAL LETTER

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

900001509549
-06/09/95--01030--003
*****78.75 *****78.75

SUBJECT: FRANK ROSOLINO MEMORIAL FUND INC
(Proposed corporate name - must include suffix)

FILED
95 JUN -9 PM 5:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and one (1) copy of the certificate of incorporation for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Eugene E. Grissom
Name (Printed or typed)
4607 Clear Lake Drive
Address
Gainesville, Florida 32607
City, State & Zip
(904) 372-1835
Daytime Telephone number

Be 6/14

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

ARTICLES OF INCORPORATION
FRANK ROSOLINO MEMORIAL FUND, INC.

FILED
95 JUN -9 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 1, 1995

Article I: Name.

The name of the nonprofit corporation shall be Frank Rosolino Memorial Fund, Inc. The name and intent of this corporation is to exist in perpetuity to support and promote the performance of jazz trombone and to encourage and provide opportunities to participate in the education for jazz trombone.

Article II: Principal Place of Business and Mailing Address.

The principal place of business shall be
4607 Clear Lake Drive
Gainesville, FL 32607

with an additional mailing address of:
P.O. Box 12769
Gainesville, FL 32604

Article III: Purpose.

The purpose of the Frank Rosolino Memorial Fund, Inc. is to provide a funding mechanism for the promotion of and assistance to the performance of jazz trombone, to provide educational opportunities for the study of jazz trombone, and to encourage participation in jazz trombone performance.

Article IV: Corporate Appointments.

Directors of the corporation shall be appointed by the executive director. The directors shall consist of:

Executive director
President
Secretary/treasurer

Page 2.

All of the directors shall comprise the board of directors of this corporation. The board of directors may be expanded from time to time as needed to conduct the business of the corporation.

Article V: Termination and /or Removal of a Member of the Board of Directors.

The executive director may be terminated from his/her position upon a 2/3 (two thirds) vote of the board of directors. A 30 day notice shall be provided the executive director by certified mail. Upon termination of the executive director, the board of directors may appoint a qualified replacement for the position.

A member of the board of directors may be removed from the board of directors upon recommendation of the executive director with approval of a majority of the board of directors. Notice of removal shall be provided in writing by certified mail. The position may be filled as outlined in Article IV.

A member of the board of directors may resign his/her position by providing a notice in writing by certified mail to the executive director. This position may be filled as outlined in Article IV.

Article VI: Duties.

Executive Director: The executive director shall be proficient and knowledgeable to administer to the affairs of the corporation. Such determination may be made by the directors. The executive director shall have the authority to appoint directors to the corporation for the purpose of conducting the business of said corporation and shall be responsible for conducting all the business of the corporation.

President: The president shall preside at all meetings of the corporation and shall have the authority to call such meetings as necessary to conduct the business of the corporation.

Secretary/Treasurer: The secretary / treasurer shall keep and maintain minutes of all

Page 3

meetings, shall transact correspondence as directed by the board of directors, shall maintain a mailing address for the corporation and maintain current addresses of the directors, shall transact the financial business of the corporation, record and maintain the financial records, and provide financial reports upon request of the board of directors. The records of the corporation shall be open for inspection by any member of the board of directors upon reasonable request.

Article VII: Meetings.

Meetings of the corporation shall consist of an annual meeting, the time and place to be determined by the executive director to coincide with the corporations fiscal year.

(The fiscal year will be determined by the date of corporate approval provided by the State)

The purpose of the annual meeting shall be to review the business and financial activities of the corporation for the preceding year. Notice of the annual meeting shall be given 30 days prior to the date set. Additional meetings may be called at the discretion of the president and upon recommendation of the board of directors.

Article VIII: Methods of amending the articles of incorporation.

Proposed amendments or changes in the articles of incorporation shall originate with the board of directors and may be presented at any annual meeting. Such proposals must be in writing and mailed to each member of the board of directors 30 days prior to the scheduled meeting, providing for a proxy, and the vote must be taken at that next scheduled meeting. Two thirds of the board of directors must approve a change to the articles of incorporation and the change shall become effective when approved.

Article IX: Registered Agent.

The initial registered agent for the Frank Rosolino Memorial Fund, Inc. and the address of the corporations initial registered office is:

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Eugene E. Grissom, Executive Director
4607 Clear Lake Drive
Gainesville, FL 32607
Telephone: (904) 372-1835

Article X: Initial Directors.

Eugene E. Grissom, Executive Director
4607 Clear Lake Drive
Gainesville, FL 32607

Conrad Herwig, President
1713 Eleventh Avenue
Brooklyn, NY 11218

Nancy Grissom, Secretary / Treasurer
4607 Clear Lake Drive
Gainesville, FL 32607

Article XI: Dissolution.

In the event of the dissolution of the Frank Rosolino Memorial Fund, Inc., the dissolution assets shall be accomplished by turning over the residual assets to the Frank Rosolino Memorial Scholarship administered by the International Trombone Association - c/o Finance Committee / Attention Vern Kagarice / College of Music / University of North Texas / Denton, TX 76203. If this association should no longer exist, the residual assets of the Frank Rosolino Memorial Fund, Inc. shall be turned over to the Eugene E. Grissom Trombone Library / contained within the holdings of the University of Florida Music Library - College of Fine Arts / University of Florida / Gainesville, FL 32611.

Notwithstanding any other provision of these articles, this corporation will not carry on any activities not permitted to be carried on by a) 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) a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

Page 5.

The undersigned incorporators have executed these Articles of Incorporation:

this 7th day of June, 1995.

Signatures of Incorporators:

Eugene E. Grissom

Eugene E. Grissom

(typed name of incorporator signing)

Conrad Herwig

Conrad Herwig

(typed name of incorporator signing)

Nancy Grissom

Nancy Grissom

(typed name of incorporator signing)

FILED
95 JUN -9 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FRANK ROSOLINO MEMORIAL FUND, INC.

President, Conrad Herwig - Executive Director, Eugene E. Grissom - Secretary/Treasurer, Nancy Grissom

N95000002814

Florida Department of State
Amendment Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation
Frank Rosolino Memorial Fund, Inc.
N95000002814

300001705443
-02/02/96--01071--021
*****87.50 *****87.50

January 30, 1996

Enclosed is notice of amendments made to the Article of Incorporation for the Frank Rosolino Memorial Fund, Inc. These amendments are being made to comply with the Internal Revenue Service requirements pursuant to an "Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code. In order to comply, our organization must have "the seal and signature of the appropriate State official" to the amended article of incorporation.

Submitted is :

- 1) a copy of the amended Articles of Incorporation
- 2) the State form for recognition of these amendments
- 3) a check in the amount of \$87.50 to cover the filing fee (\$35.00) and the cost of providing a certified copy of the amendment (\$52.50).

Thank you for your prompt attention to this matter.

Eugene E. Grissom

Eugene E. Grissom / Executive Director
Frank Rosolino Memorial Fund, Inc.
4607 Clear Lake Drive
Gainesville, FL 32607
(352) 372-1835

*Revised Articles of
Incorporation as of
1/6/96 - returned.*

Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -2 PM 2:32

FEB 6 1996

encl. (s)

4607 Clear Lake Drive, Gainesville, Florida 32607
(984) 372-1835 egtbone@nerum.nerdc.ufl.edu

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 FEB -2 PM 2:32

FRANK ROSOLINO MEMORIAL FUND, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

Article III - Purpose. Deleted as written.
Article III - Purpose. Amended (see attachment)
Article IV - Meetings. Amended (see attachment)
Article X - Dissolution. Deleted as written.
Article X - Dissolution. Amended (see attachment)

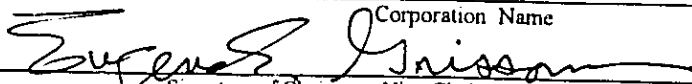
SECOND: The date of adoption of the amendment(s) was: January 4, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors

Frank Rosolino Memorial Fund, Inc.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

Eugene E. Grissom / Executive Director

Typed or printed name

Executive Director / Frank Rosolino Memorial Fund, Inc. Jan. 30, 1996

Title

Date

Articles of Amendment to Articles of Incorporation
of
Frank Rosolino Memorial Fund, Inc.

First:

Article # III - Purpose
Deleted as written

Article III - Purpose / Amended to read:

The purposes for which the Frank Rosolino Memorial Fund, Inc. is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue.

The Frank Rosolino Memorial Fund shall provide a funding mechanism for the promotion of and assistance to the performance of jazz trombone, to provide educational opportunities for the study of jazz trombone, and to encourage participation in jazz trombone performance.

Article IV - Meetings

Added: The fiscal year of this corporation will be July 1 through June 30.

Article X - Dissolution
Delete as written.

Article X - Dissolution / Amended to read:

Upon the dissolution of the Frank Rosolino Memorial Fund, Inc., the assets shall be distributed to the Frank Rosolino Memorial Scholarship administered by the International Trombone Association - c/o Finance Committee / Attention Vern Kagarice / College of Music / University of North Texas / Denton, TX 76203 if this organization is currently exempt or if this organization is not exempt or not in existence, then the funds of the Frank Rosolino Memorial Fund, Inc. shall be turned over to the Eugene E. Grissom Trombone Library, contained within the holdings of the University of Florida Music Library, College of Fine Arts, University of Florida, Gainesville, FL 32611 as long as this organization is still in existence and part of the University of Florida. If however, this organization is no longer in existence or no longer a part of the University of Florida, then the funds will distributed to the Federal, state, or local government for a public purpose.