

N95000003179

FILSON & PENCE, P.A.

ATTORNEYS AT LAW

Richard A. Filson  
Susan Pence Filson

FILED

95 JUL -5 PM 2:22

SECRET  
TALLAHASSEE, FLORIDA

Please reply to:

June 16, 1995

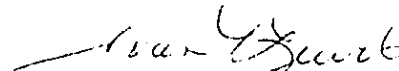
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: THE FLORIDA VOICES, INC.

Enclosed please find the original Articles of Incorporation for THE FLORIDA VOICES, INC., together with a copy of the same, and our check in the amount of \$122.50 for filing the documents.

Please file the enclosed documents and send the certified copy to this office. Thank you.

Sincerely,



Joan T. Lewis  
Secretary to  
Richard A. Filson

RAF/jtl  
Enclosures

700001518397  
-06/20/95--01122--012  
\*\*\*\*122.50 \*\*\*\*122.50

W95-12916  
RW 6-23-95

Joan T. Lewis GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corp. Address  
DATE July 5, 1995  
DOC. EXAM RAH

XB  
7-6-95



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 23, 1995

JOAN T. LEWIS  
FILSON & PENGE, P.A.  
2727 S. TAMiami TRAIL, SUITE 2  
SARASOTA, FL 34239

SUBJECT: THE FLORIDA VOICES, INC.  
Ref. Number: W95000012916

We have received your document for THE FLORIDA VOICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 195A00031032

6/23/95 CORPORATE DETAIL RECORD SCREEN 11:31 AM  
NUM: P94000042034 ST:FL ACTIVE/FL PROFIT FLD: 06/06/1994 EFF: 05/30/1994  
NAME : FLORIDA'S VOICE, INC.  
PRINCIPAL: 1330 THOMASVILLE ROAD  
ADDRESS TALLAHASSEE, FL 32303  
RA NAME : CAMMARATA, ANTHONY  
RA ADDR : 1330 THOMASVILLE ROAD  
TALLAHASSEE, FL 32303  
ANN REP : \* NONE FILED \*

6/23/95 OFFICER/DIRECTOR DETAIL SCREEN 11:32 AM  
CORP NUMBER: P94000042034 CORP NAME: FLORIDA'S VOICE, INC.  
TITLE: D NAME: CAMMARATA, ANTHONY  
1330 THOMASVILLE ROAD (P.O. BOX 3043)  
TALLAHASSEE, FL 32303

FILSON & PENCE, P.A.  
ATTORNEYS AT LAW

Richard A. Filson  
Susan Pence Filson

FILED

95 JUL -5 PM 2:22

SECRET  
TALLAHASSEE, FLORIDA

Please reply to:

June 30, 1995

Kathy Hyman  
Document Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: THE FLORIDA VOICES ENSEMBLE, INC.

Enclosed please find the original and a copy of the Articles of Incorporation for THE FLORIDA VOICES ENSEMBLE, INC., together with a copy of your correspondence dated June 23, 1995. Please note that the name has been changed in the Articles to THE FLORIDA VOICES ENSEMBLE, INC. You are already in receipt of our check in the amount of \$122.50 for filing the documents.

Please file the enclosed documents and send the certified copy to this office. Thank you.

Sincerely,



Joan T. Lewis  
Secretary to  
Richard A. Filson

RAF/jtl  
Enclosures

ARTICLES OF INCORPORATION

FILED

OF

95 JUL -5 PM 2:27

THE FLORIDA VOICES ENSEMBLE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.

The name of this corporation is: THE FLORIDA VOICES ENSEMBLE, INC. The principal place of business and mailing address is: 2727 South Tamiami Trail, Suite 2, Sarasota, Florida 34239

ARTICLE II.

The general purpose of this corporation is to create and to maintain a unique ensemble of professional musicians committed to excellence in the performance of varied vocal repertoire, and to transact any or all lawful business for which corporations may be incorporated under Chapters 607 and 617, Florida Statutes.

ARTICLE III.

This corporation shall exist perpetually, and shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE IV.

No part of the income of this corporation shall be distributed to its members, except as compensation for services rendered.

ARTICLE V.

The registered office of the corporation shall be at 2727 South Tamiami Trail, Suite 2, Sarasota, Florida 34239, and the

registered agent at that address shall be Richard A. Filson, Esquire.

#### ARTICLE VI.

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than ten (10) persons, or greater than sixteen (16) persons, as shall be designated by the By-Laws, and elected at the annual meeting.

#### ARTICLE VII.

The names and street addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified are as follows:

Michael Rowland, 4030 Brookside Drive, Sarasota, FL 34231 - President

Tim O'Connor, 6815 Arbor Oaks Drive, Bradenton, FL 34209 - First Vice President

Dean Steffenhagen, 1007 45th Street East, Bradenton, FL 34208 - Second Vice President

Betty Mullet, 2229 Bispham Road, Sarasota, FL 34231 - Third Vice President

Christine Ayala, 1004 18th Street West, Bradenton, FL 34205 - Fourth Vice President

Susan Filson, 5234 Palos Verdes Drive, Sarasota, FL 34231 - Recording Secretary

Lorraine M. Sheeler, 5231 Cedar Hammock Place, Sarasota, FL 34232 - Corresponding Secretary

Betty Hartley, 4271 Oakhurst Circle East, Sarasota, FL 34233 - Treasurer

Susan Raines, 5211 11th Avenue West, Bradenton, FL 34290 - Assistant Treasurer

Oren Whightsel, 4006 4th Ave. Blvd. East, Palmetto, FL 34221 - Parliamentarian

Donald P. Sheeler, 5231 Cedar Hammock Place, Sarasota, FL 34232 -  
Chaplain

ARTICLE VIII.

The qualifications for membership will be as set forth in the By-Laws of the corporation.

ARTICLE IX.

This corporation shall have all the powers conferred upon corporations not-for-profit as provided by general law, and specifically as set forth by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE X.

The By-Laws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI.

All officers and directors shall be indemnified by the corporation against all expenses and liabilities including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XII.

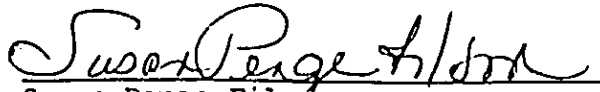
The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation

by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

ARTICLE XIII.

The name and address of the incorporator hereunder is as follows:

Susan Penge Filson, 5234 Palos Verdes Drive, Sarasota, FL 34231

  
Susan Penge Filson

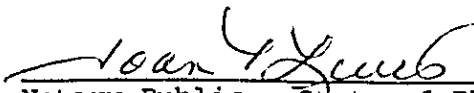
STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared SUSAN PENGE FILSON, who is personally known to me or who has produced Personally Known as identification, and who did take an oath.

WITNESS my hand and official seal at Sarasota, Florida, this 30<sup>th</sup> day of June, 1995.



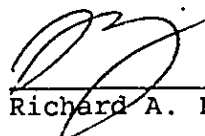
OFFICIAL SEAL  
JOAN T. LEWIS  
My Commission Expires  
Jan. 4, 1997  
Comm. No. CC 249776

  
Notary Public - State of Florida  
Printed name of Notary:  
Commission expiration:

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 30<sup>th</sup> day of June, 1995.

  
Richard A. Filson

FILED  
JUL 15 PM 2:22  
TALLAHASSEE, FLORIDA



N95000003179

FILSON & PENGE, P.A.

Richard A. Filson  
Susan Penge Filson

April 19, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

600001780606  
-04/23/96--01083--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: THE FLORIDA VOICES, INC.

Enclosed please find an original Articles of Amendment to Articles of Incorporation of THE FLORIDA VOICES ENSEMBLE, INC., together with a copy of the same, and a check in the amount of \$35.00 for filing the document.

Please file the enclosed document and send the certified copy to this office. Thank you.

Sincerely,



Joan T. Lewis  
Secretary to  
Susan Penge Filson

RAF/jtl  
Enclosure

5H 5/8  
Area D.

RECEIVED  
SERIALS  
SECTION  
APR 23 1996  
10:11:01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 30, 1996

Joan T. Lewis  
Filson & Penge, P.A.  
2727 S. Tamiami Trail, Suite 2  
Sarasota, FL 34239

SUBJECT: THE FLORIDA VOICES ENSEMBLE, INC.  
Ref. Number: N95000003179

We have received your document for THE FLORIDA VOICES ENSEMBLE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 596A00026624

# FILSON & PENCE, P.A.

REG. U.S. PAT. & TM. OFF.  
SUSAN PENCE, P.A.

May 3, 1996

Mr. Steven Harris  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: THE FLORIDA VOICES ENSEMBLE, INC.  
REF. NO. N95000003179

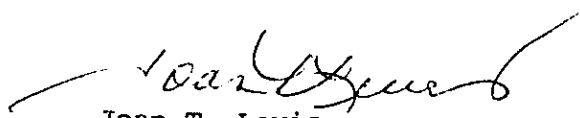
Dear Mr. Harris:

Pursuant to our telephone conversation and your letter dated April 30, 1996, please find enclosed the Articles of Amendment to Articles of Incorporation of The Florida Voices Ensemble, Inc., which includes the statement regarding the voting member statement. I have enclosed a copy of your letter for your review.

Please file the Amendment and return a stamped copy to this office in the envelope I have enclosed.

Thank you for your cooperation.

Sincerely,



Joan T. Lewis  
Secretary to  
Susan Pence Filson

/jtl  
Enclosures

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
THE FLORIDA VOICES ENSEMBLE, INC.

Pursuant to the provisions of Chapter 621, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed July 5, 1995, as follows:

FIRST: ARTICLE III is hereby amended to read as follows:

The purposes for which the corporation 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 Law.

SECOND: ARTICLE XIV is hereby added to read as follows:

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

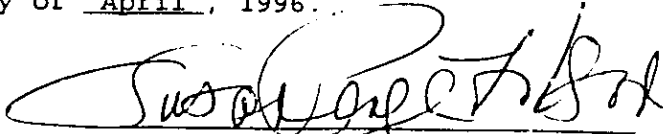
THIRD: ARTICLE XV is hereby added to read as follows:

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, state or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

FOURTH: The date of each amendment's adoption: April 12, 1996.

FIFTH: These Amendments were approved by a majority of the Board of Directors of the organization by written ballot on the 12th day of April, 1996. There are no members entitled to vote on the amendment.

Dated this 12th day of April, 1996.

  
SUSAN PENGE FYLSON,  
RECORDING SECRETARY