

N9600000240



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1996

JAMES F MCCOLLUM, ESQUIRE
ATTN:KIM
129 S COMMERCE AVENUE
SEBRING, FL 33870-3698

SUBJECT: HIGHLANDAIRES BIG BAND, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N9600000240 with the original file date of November 22, 1995.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter number: 696A00001917

SR
1-2508

N96000000240

JAMES

F.

McCOLLUM, P.A.

ATTORNEY & COUNSELOR AT LAW

120 S. COMMERCE AVENUE, SEBRING, FLORIDA 33870-3098

(941) 385-5188 FAX# (941) 471-1111

Internet: 71621.3505@CompuServe.Com

JAMES F. McCOLLUM

NOV 22 AM 8:56
SECRET
FLORIDA

KIMBERLY J. BENNETT
LEGAL ASSISTANT

November 20, 1995

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

RE: Highlandaires Big Band, Inc.

200001643752
-11/22/95--01027--014
****122.50 ****122.50

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named non-profit corporation. Both have been subscribed and acknowledged before a notary public. I am also enclosing a check in the amount of \$122.50 to cover the filing fee (\$35.00), certified copy fee (\$52.50) and registered agent designation fee (\$35.00). If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

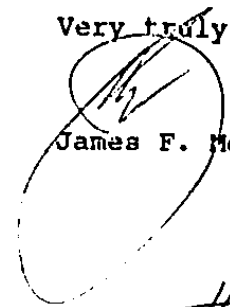
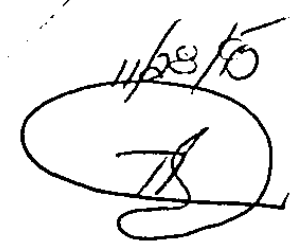
Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

James F. McCollum

JFM/kjb
Enclosures

cc: Client

**ARTICLES OF INCORPORATION
OF
HIGHLANDAIRES BIG BAND, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

SEBRING 22 MI 8-36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name and address of the Corporation is HIGHLANDAIRES BIG BAND, INC. and its principal office and mailing address is 2011 Jackson Heights Drive, Sebring, Florida.

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III. PURPOSE

This Corporation is organized in order to engage in any lawful activity consistent with the express purpose of educational, social and literary advancement; and without restricting the generality thereof, or of its powers under the aforesaid non-profit corporation act (Florida Statutes Number 617), to assist present and succeeding generations of musicians regardless of age, race, color or creed, who shall constitute the Highlandaires Big Band in promoting and advancing good music specifically of the type usually referred to as "big Band" swing, jazz, latin and other styles usually associated with the traditional big bands. Further the Corporation is organized to keep alive the traditional big band sound in the Highlands so as to preserve it as a musical form for the benefit and education of citizens of the Highlands

regardless of age, race, color, or creed.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(c) of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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 any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter by amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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 manner, or to such organization or organizations organized or operated exclusively for charitable, educational, 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 provisions of any further United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. DIRECTORS

There shall be five (5) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Harvey Gardner
3829 Golfview Road
Sebring, FL 33872

Stuart Dubbs
1780 North Syosset
Avon Park, FL 33825

Frank Speight
2011 Jackson Heights Drive
Sebring, FL 33870

Joe Staedelin
2105 S.E. 8th Avenue
Okeechobee, FL 33472

Irv Hoppen
657 Buttonwood Drive
Sebring, FL 33872

Directors shall be elected as provided in the Bylaws.

ARTICLE V. OFFICERS

The affairs of the Corporation are to be managed by a Board of Directors. The names of the persons who are to serve as officers until the first election of officers under these Articles of Incorporation are as follows:

Harvey Gardner, President
Stuart Dubbs, Vice President
Frank Speight, Secretary/Treasurer
Joe Staedelin, Musical Director
Irv Hoppen, Past President

ARTICLE VI. MEMBERS

The Corporation shall have members. Members of the Corporation may be divided into certain categories and meet qualifications as set forth in the Bylaws. Membership may be terminated by majority vote of the members of the Corporation, with or without cause, as set forth in the Bylaws of the Corporation.

ARTICLE VII. BYLAWS

The Bylaws of the Corporation are to be made, altered, or rescinded by the members of the Corporation.

ARTICLE VIII. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors and members of the corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE IX. INCORPORATORS

The names of the subscribers of these Articles of Incorporation are:

Harvey Gardner
Stuart Dubbs

Frank Speight

Joe Staedelin

Irv Hoppen

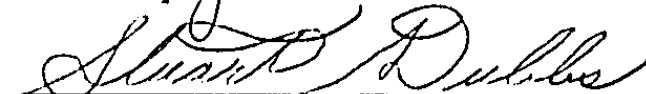
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

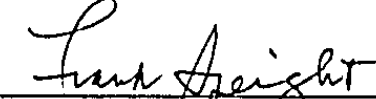
ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT


The initial registered agent of this Corporation is James F. McCollum, who shall maintain an office at 129 South Commerce Avenue, Sebring, Florida, 33870, which shall be the registered office of this Corporation for service of process.

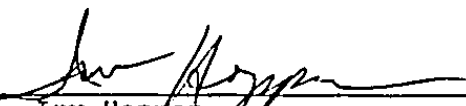
IN WITNESS WHEREOF, we have subscribed our names this 10 day of November, 1995


Harvey S. Gardner

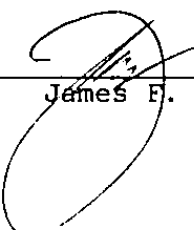

Stuart P. Dubbs


Frank Speight


Joe Staedelin


Irv Hoppen

I hereby accept the appointment as Registered Agent for the above Corporation.


James F. McCollum