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NAME: BROWARD MUSIC EDUCATION ASSOCIATION, INC.
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ARTICLES OF INCORPORATION

FOR .

BROWARD MUSIC EDUCATION ASSOCIATION, INC.
a Florida not-for-profit corporation

ARTICLE I - PREFACE

1.01. The undersigned desire, under the following Articles, to form a corporation, not-for-profit, under the laws of the State of Florida.

ARTICLE II - NAME

2.01. The name of this not-for-profit corporation shall be: BROWARD MUSIC EDUCATION ASSOCIATION, INC. a Florida not-for-profit corporation, hereinafter referred to as "Corporation".

ARTICLE III - CORPORATE PURPOSES

3.01. The Corporation's primary purpose shall be: to promote and develop a continuous and sequential program of quality music education in Broward County; to strengthen the professional standards of music directors; to establish music as a vital subject area equal in emphasis and status to other subject areas; to encourage and support innovation; to promote unity and understanding among the membership through professional and social meetings; to strengthen communications between the membership, the education profession,

Murray E. Sheppard, Esq.
(954) 467-8660
Fl. Bar NO. 359750
409 S.E. 7th ST.
Ft. Laud., FL 33301

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other music organizations, and the general public; to encourage and promote professional growth through participation; to support musical activities through participation and attendance; to make specific recommendations for improvement of music education and to provide means for evaluating the progress towards and attainment of these purposes.

ARTICLE IV - TERM OF EXISTENCE

4.01. The Corporation shall commence existence upon the date of incorporation and shall exist perpetually.

ARTICLE V - GENERAL NATURE OF BUSINESS

5.01. The Corporation shall engage in and transact any and all lawful business for which corporations not-for-profit may be incorporated under the laws of the State of Florida and the United States.

ARTICLE VI - CORPORATE POWERS

6.01. The Corporation shall have all powers now and hereafter granted corporations not-for-profit under the laws of the State of Florida, including, but not limited to, power to:

6.02. Elect or appoint such officers and agents as its affairs shall require.

6.03. Adopt, change, amend and repeal By-Laws and its Articles of Incorporation, not inconsistent with law, for the exercise of its

H96000006864 corporate powers, the management, regulation and government of its affairs and property, and the calling and holding of meetings of its members.

6.04. Increase or diminish, by vote of its members, as the By-Laws may direct, the number of Directors, provided that the number shall never be less than three.

6.05. Make and enter into all contracts necessary and proper for the conduct of its business.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

7.01. The initial registered office of the Corporation shall be at 409 S.E. 7th Street, Fort Lauderdale, Florida 33301, and the initial registered agent located at said address shall be Shepard, Lesker & Levine, P.A.

ARTICLE VIII - SUBSCRIBERS, NAMES AND RESIDENCE ADDRESSES

8.01. The name and residence address of each subscriber of these Articles of Incorporation is as follows:

Name

James Eric Miles

Kevin Lowry

Address

C/O Walter C. Young Middle School
901 N.W. 129th Avenue
Pembroke Pines, Florida 33028

C/O Walter C. Young Middle School
901 N.W. 129th Avenue
Pembroke Pines, Florida 33028

ARTICLE IX - DOMICILE AND POST OFFICE ADDRESS

9.01. The domicile and post office address of the Corporation is as follows:

9.02. The principal place of business of this Corporation shall be located at Walter C. Young Middle School, 901 N.W. 129th Avenue, Pembroke Pines, Florida 33028, and it may have such other places of business, both within and without the State of Florida, and in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors.

9.03. The Post Office address of the principal office of the Corporation shall be Walter C. Young Middle School, 901 N.W. 129th Avenue, Pembroke Pines, Fl 33028, or at such other place as the Board of Directors may hereafter, from time to time, determine.

ARTICLE X - MEMBERS

10.01. The membership of the Corporation consists of the Board of Directors of said Corporation. Additionally, the membership shall include any band or music director teaching in the Broward County Public School System, said directors to be admitted to membership from time to time by resolution of the Board of Directors.

ARTICLE XI - BOARD OF DIRECTORS

11.01. The affairs of the Corporation shall be managed by the Board of Directors.

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11.02. The Board of Directors shall consist of no less than six persons, which shall be comprised of the annually elected chairperson of each of the following program areas: Elementary Music; Middle School Band; Middle School Choral/General Music; High School Band; High School Choral/General Music; K-12 Strings.

11.03. Additionally, there shall be four advisory positions on the Board of Directors of the subject not-for-profit corporation. The Advisory Directors shall be the local, Broward County State Association representative for the following associations: Florida Elementary Music Education Association; Florida Bandmaster Association; Florida Orchestra Association and the Florida Vocal Association. These advisory members shall attend the meetings of the corporation and are encouraged to participate therein. However, these members shall be considered non-voting members of the Board of Directors, and as such, shall not vote on any matter before the Board. Additionally, any such advisory member described herein shall not hold any corporate office of the subject not-for-profit corporation.

11.04. Appointment of directors shall occur on the first day of March of each year or as otherwise provided in the By-Laws.

11.05. The names and addresses of the persons who are to serve as directors until the first election under the Articles of Incorporation are:

Voting Board Members

James Eric Miles
901 N.W. 129th Avenue
Pembroke Pines, Florida 33028

Kevin Lowry
901 N.W. 129th Avenue
Pembroke Pines, Florida 33028

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Mary Catherine Salo
7201 Sample Road
Coral Springs, Fl 33065

Anthony Williams
201 S.W. 172nd Avenue
Pembroke Pines, Fl 33066

Anna Falk
3600 N.W. 5th Court
Ft. Lauderdale, Fl 33311

Luanne Leone
851 Peters Road
Plantation, Fl 33317

John Southall
1200 S.W. 136th Avenue
Ft. Lauderdale, Fl 33325

ARTICLE XII - BY-LAWS

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12.02. Proposals for repeal, rescission, alteration or amendment of these By-Laws may be submitted by any member in good standing.

12.02. The procedure for repeal, rescission, alteration or amendment of the Corporation's By-Laws shall be as provided in the By-Laws.

ARTICLE XIII - AMENDMENTS

13.01. The Articles of Incorporation may be amended, either in whole or in part, by a majority vote of the members present at the annual meeting, a regular meeting or special meeting of the Association.

13.02. Proposals for amendment of the Articles of Incorporation may be submitted by any member in good standing.

13.03. The procedure for amendment of the Articles of Incorporation shall be as provided herein unless otherwise provided in the By-Laws.

ARTICLE XIV - INDEMNIFICATION

14.01. The Board of Directors shall have the authority to purchase liability insurance in such amounts as it shall deem proper to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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WITNESS my hand and seal this 27 day of April, 1996.

James Eric Miles
JAMES ERIC MILES
Kevin Lowry
KEVIN LOWRY

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared James Eric Miles and Kevin Lowry, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and sub-scribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in Broward County, Florida, said county and State, this 27 day of April, 1996.

Julie P. Dressner (personally known)
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires: 11/15/97

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ACCEPTANCE OF DESIGNATION AS RESIDENT AGENTSTATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Murray E. Shepard, Esq., of Shepard, Leskar & Levine, P.A., and personally known to me, who says:

1. That this firm is the person designated in the Articles of Incorporation of BROWARD MUSIC EDUCATION ASSOCIATION, INC., a Florida not-for-profit corporation as its initial Registered Agent.

2. That I, on behalf of the firm, do hereby accept the designation as Registered Agent.

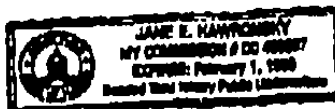
Shepard, Leskar & Levine, P.A.

By: Murray E. Shepard, Esq.
Registered Agent

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of May, 1996.

Jane E. Hawensky
Notary Public
State of Florida at large

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA