

N 96000003722

1201 HAYS STREET

FAIRFAX, VIRGINIA 22101-1007

800-442-8086

0-222-71

222-0771 TAX



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 016559 81325A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 11, 1996

ORDER TIME : 11:33 AM

ORDER NO. : 016559

CUSTOMER NO: 81325A

CUSTOMER: Jerome S. Levin, Esq
Levin And Tannenbaum, P.a.
Suite 102
1680 Fruitville Road
Sarasota, FL 34236

DOMESTIC AMENDMENT FILING

NAME: COMMUNITY MUSIC SCHOOL OF
SOUTH FLORIDA, INC.

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

703

CP 7/15/96

FILED
SECRETARY OF STATE
CORPORATIONS
96 JUL -2 PM 3:21

N96

LEVIN AND TANNENBAUM, P.A.

Attorneys at Law

JEROME S. LEVIN *
Board Certified Real Estate Attorney
ALAN E. TANNENBAUM
JANE M. KENNEDY

Century Bank Building
1680 Fruitville Road
Suite 102
Sarasota, Florida 34236

Phone (941) 316-0111
Facsimile (941) 316-0515
WATS (800) 881-9441

Of Counsel
BENJAMIN A. JARLOW, LL.M. (Tax)
ARTHUR L. TEPPER **

* Also admitted in Pennsylvania
** Also admitted in New York

600001879706
-06/22/96--01096--0006
****122.50 ****122.50

June 24, 1996

Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -2 PM 3:21

Re: Community Music School Of South Florida

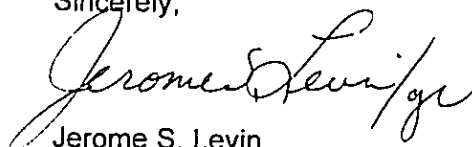
Gentlemen:

Enclosed please find the executed original **Articles of Incorporation** for the above-referenced corporation. I have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to me at 1680 Fruitville Road, Suite 102, Sarasota, Florida 34236.

Thank you very much.

Sincerely,



Jerome S. Levin
For the Firm

JSL/gc
Enclosures

f:\wp51\closings\communitistst.ltr

W-13962
628 16R



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -2 PM 3:21

July 12, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: COMMUNITY MUSIC SCHOOL OF SOUTH FLORIDA, INC.
Ref. Number: W96000013962

We have received your document for COMMUNITY MUSIC SCHOOL OF SOUTH FLORIDA, 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):

Article IX states there will be one (1) director(s), whereas three (3) is/are listed.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 396A00034027



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 2, 1996

JEROME S. LEVIN, ESQ.
1680 FRUTIVILLE ROAD
SUITE 102
SARASOTA, FL 34236

RESUBMIT

Please give original
submission date as file date.

SUBJECT: COMMUNITY MUSIC SCHOOL OF SOUTH FLORIDA
Ref. Number: W96000013962

We have received your document for COMMUNITY MUSIC SCHOOL OF SOUTH FLORIDA 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 of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three 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) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 696A00032607

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -2 PM 3:21

LEVIN AND TANNENBAUM, P.A.

Attorneys at Law

JEROME S. LEVIN *
Board Certified Real Estate Attorney
ALAN E. TANNENBAUM
JANE M. KENNEDY

Century Bank Building
1680 Fruitville Road
Suite 102
Sarasota, Florida 34236

Phone (941) 316-0111
Facsimile (941) 316-0515
WATS (800) 881-9441

Of Counsel
BENJAMIN A. JABLOW, LL.M. (Tax)
ARTHUR L. TEPPER **

* Also admitted in Pennsylvania

** Also admitted in New York

July 10, 1996

Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -2 PM 3:22

Re: **Community Music School Of South Florida, Inc.**

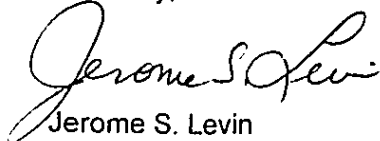
Gentlemen:

We are returning the Articles of Incorporation for the above-referenced non-profit corporation with the changes made as requested.

Please proceed to process the Articles as previously requested.

Thank you very much.

Sincerely,



Jerome S. Levin
For the Firm

JSL/gc
Enclosures

f:\wp51\closings\communit\stst2.ltr

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -2 PM 3:22

COMMUNITY MUSIC SCHOOL OF SOUTH FLORIDA, INC.

A Florida Corporation Not for Profit

The undersigned incorporators of these Article of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation Not for Profit pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: **Community Music School Of South Florida, Inc.**

ARTICLE II

PRINCIPAL OFFICE: The principal office of said Corporation shall be located at **172 Yacht Harbor Drive, Osprey, Florida 34229-9727**. The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation shall be **172 Yacht Harbor Drive, Osprey, Florida 34229-9727**, and the registered agent shall be **John J. Geldi, Jr.** whose business address is **172 Yacht Harbor Drive, Osprey, Florida 34229-9727**.

ARTICLE III

PURPOSES: The object and purposes of the Corporation and the general nature of its activities shall be as follows:

1. To have and exercise all the rights and powers conferred on non-profit corporations pursuant to Chapter 617 and 607 of the laws of the State of Florida now in effect or may at anytime hereafter be amended.
2. To do all other acts without limitation which are necessary or expedient for the administration of the affairs and attainment of the goals and purposes of this Corporation.
3. To provide musical instruction to people of all ages, levels of talent and skill, regardless of their financial ability to pay.

4. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation.

5. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Article III, and nothing contained in the foregoing statement of purposes shall be to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up.

RESTRICTIONS ON CORPORATE PURPOSE:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, musical, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt or organizations 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.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, an Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public

office, at any time.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

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

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

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

8. 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 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 the Regulations as they now exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment all of 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 organization or organizations organized and operated exclusively for charitable, educational, literary or musical purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, (or corresponding provisions of any future 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

the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

POWERS: The Corporation shall have and exercise all the powers of non-profit corporation under the laws of the State of Florida which are convenient or necessary to effect the purposes of the Corporation.

LIMITATIONS ON POWERS: No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE V

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:

Section 1. The initial members of the Corporation shall be the incorporators set forth in Article VII hereof. The membership shall be open to all persons interested in the objectives of the Corporation, subject to the qualifications for membership set forth in the By-Laws of the Corporation.

Section 2. The By-Laws of the corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

Section 3. Prospective members shall be admitted to membership according to procedures and limitation established in the By-Laws.

ARTICLE VI

TERM OF EXISTENCE: The term of which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as amended.

ARTICLE VII

NAMES AND ADDRESS OF INCORPORATORS: The name and addresses of the incorporators to these Articles are as follows:

John J. Geldi, Jr.
172 Yacht Harbor Drive
Osprey, Florida 34229-9727

ARTICLE VIII

OFFICERS AND DIRECTORS: The affair of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled in such manner as provided by the By-Laws. The officers shall be: a First President, a Second Vice President, a Secretary and a Treasurer. Said officers shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE IX

NAME AND ADDRESS OF INITIAL DIRECTORS: The number of Directors shall be initially be three. The number may be increased or decreased as provided in the By-Laws of the Corporation. The names and addresses of the persons who shall serve as initial directors until the first election are:

John J. Geldi, Jr., 172 Yacht Harbor Drive, Osprey, Florida 34229-9727
Boris Lvov, 4866 San Jose Drive, Sarasota, Florida 34235
Tatyana Gershfeld, 6831 Tema Lane, Sarasota, Florida 34241

ARTICLE X

BY-LAWS: The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted in accordance with the provisions of the initial By-Laws.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment by regular U.S. Mail addressed to each and every member of the Corporation at the address on the official membership log of the corporation, not fewer than ten (10) days nor more than thirty (30)

days prior to the regular or special meeting of the Corporation; such notice shall be sufficient, if it is published not fewer than ten (10) days or more than thirty (30) days prior to the regular or special meeting of the Corporation, in such publication as may be designated by the Board of Directors as the official journal of the Corporation.

ARTICLE XII

INDEMNIFICATION: The corporation shall indemnify any person who was or is a party to any threatened, criminal, administrative or investigative (whether or not by or in the right of the Corporation,) by reason of the fact that he is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees,) judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty or willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate Funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. The indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, We, the undersigned incorporators, having hereunto set our hands and seals this 18 day of June, 1996, for the purposes of forming this non-profit corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida these Articles on Incorporation and certify that the facts herein stated are true.



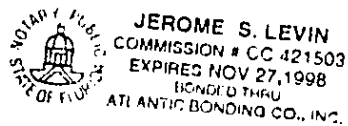
John J. Geldi, Jr.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18 day of June, 1996 by John J. Geldi, Jr. who is personally known to me or who has produced Known to me as identification and who did not take an oath.

Jerome S. Levin
Notary Public State of Florida
Print: Jerome S. Levin

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -2 PM 3:22

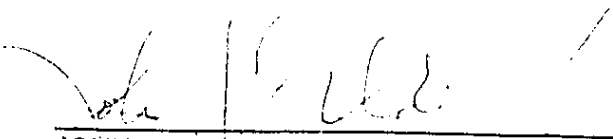
Certificate Designating Place of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon Whom Process May Be Served

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

Community Music School Of South Florida, Inc.

a non-profit corporation organized (or organizing) under the laws of the State of
Florida with its principal office at **172 Yacht Harbor Drive, Osprey, Florida 34229-9727**
has named **John J. Geldi, Jr.**, as its agent to accept service of process within this State.

I agree as Resident Agent to accept Service of Process; to keep office open during
prescribed hours; to post my name (and any other officers of said corporation authorized
to accept service of process at the above Florida designated address) in some
conspicuous place in office as required by Law.



JOHN J. GELDI, JR.