

N9/L900000 4230

Requestor's Name

Frank M. Wells, III
2950 7th Ave. No.
St. Petersburg, FL. 33713

Use Only

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(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION OF FANFARE INTERNATIONAL, INC.

The undersigned, all of whom are of legal age and competency, do hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida applicable to corporations not for profit, and hereby adopt these Articles of Incorporation.

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ARTICLE II - NAME

The name of the corporation shall be:

FANFARE INTERNATIONAL, INC.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is a not for profit corporation, and formed exclusively for charitable purposes within the definition of "non-profit organizations" as defined by the Internal Revenue Code, which purposes shall include the following:

(A) The specific and primary purpose of this corporation is to raise, encourage, solicit, receive, and administer contributions, gifts, bequests, and grants of funds and property for the advancement of charitable and educational purposes, and by the distribution of its funds for such purposes, particularly for the education and promotion of operatic, musical, and dramatic arts, and further to increase public appreciation and awareness through education for operatic, musical, and dramatic arts.

(B) The general purpose for which this corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(C) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

ARTICLE V - MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.0505 of the Florida Statutes. The corporation shall have a single class of members which shall consist of its directors. The members of the Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to assessments.

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

FRANCIS M. WELLS, III
308 East Plymouth Street
Tampa, Florida 33603

SHARI A. OLSEN
2950 Seventh Avenue North
Saint Petersburg, Florida 33713

RYAN E. JULIAN
122 114th Terrace Northeast
Saint Petersburg, Florida 33716

ARTICLE VII - BOARD OF DIRECTORS

(A) The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3), provided, however, that such number may be increased by a bylaw duly adopted pursuant to the bylaws of this corporation.

(B) The Board of Directors may authorize any officer to carry out any business or matter within the purpose of the Corporation.

(C) The Incorporators and Subscribers to the Articles of Incorporation, whose names and addresses appear in Article VI hereinabove, shall constitute the first Board of Directors.

(D) Each Director shall hold office until a qualified successor is duly elected.

(E) The Directors may fill any vacancy occurring on the Board of Directors by the majority vote of the Board of Directors present and voting at any regular meeting of the Board of Directors or at any special meeting called for that purpose.

(F) There shall be an Annual Meeting of the Board of Directors for the purpose of electing officers and directors for the next year. Said meeting shall be held in the month of August of each year and the Chairman shall notify all directors of the date, time, and place of such meeting. The election procedure for the election of Officers and Directors shall be as provided in the By-laws.

(G) Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and the the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VIII - OFFICERS

The board of directors shall elect a President, Vice President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time, and the same person may hold more than one

office. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

FRANCIS M. WELLS III - President
308 East Plymouth Street
Tampa, Florida 33603

RYAN E. JULIAN - Vice President
122 114th Terrace Northeast
Saint Petersburg, Florida 33716

SHARI A. OLSEN - Secretary
2950 Seventh Avenue North
Saint Petersburg, Florida 33713

SHARI A. OLSEN - Treasurer
2950 Seventh Avenue North
Saint Petersburg, Florida 33713

ARTICLE IX - POWERS

(A) This Corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property, to improve, encumber, sell, convey, and dispose of all such property; to borrow money; to execute notes, bonds, and other evidences of indebtedness and to secure the same by mortgages and deeds of trust, annuity bonds, and other instruments of indebtedness and to pay interest thereon; to improve, adapt, and use its personal property or the income therefrom in its charitable activities.

(B) The Corporation shall have all other powers and authorities granted by law to Corporations Not For Profit, and it shall not have any power that would disqualify it as a non-profit corporation under either state or federal law.

(C) The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever be distributed to its members, officers, or directors, except that the Corporation may pay reasonable compensation to its members, officers, or directors, for services rendered, and may confer benefits upon its members in fulfillment of its purpose.

ARTICLE X - BY-LAWS

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as it may deem necessary from time to time. Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning

corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefor in the bylaws.

ARTICLE XI - NON PROFIT STATUS

Anything in these articles of incorporation to the contrary notwithstanding, the purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws. No part of the net earnings of this Corporation may inure or be paid to any member of the Corporation or private individual, provided however, that goods and services may be purchased and paid for by this Corporation at their fair market value in any bona fide transaction.

ARTICLE XII - DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. None of the assets will be distributed to any member, director, or officer of this Corporation. This Article shall be irrevocable and not subject to amendment.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation, with the exception of Articles XI and XII, may be amended at a special meeting of the Board of Directors called for that purpose, by a two-thirds (2/3) vote of those Board members present and voting.

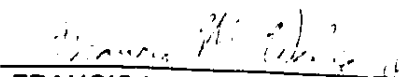
ARTICLE XIV - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION


The principal office address for the Corporation shall be 2950 Seventh Avenue North, Saint Petersburg, Florida 33713, and the principal mailing address for the Corporation shall be the same.

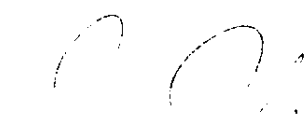
ARTICLE XV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 2950 Seventh Avenue North, Saint Petersburg, Florida 33713, and the name of the initial registered agent of the corporation at that address is SHARI A. OLSEN.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of the State of Florida, have hereunto set our hands and seals this First day of August, A.D. 1996.


 (SEAL)
FRANCIS M. WELLS III, Incorporator

 (SEAL)
SHARI A. OLSEN, Incorporator

 (SEAL)
RYAN E. JULIAN, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I HEREBY am familiar with and accept the responsibilities and duties as registered agent for said Corporation.

 (SEAL)
SHARI A. OLSEN, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared FRANCIS M. WELLS III, SHARI A. OLSEN, and RYAN E. JULIAN, who are personally known to me and known to me to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, as the INCORPORATORS, and SHARI A. OLSEN, as the REGISTERED AGENT of said corporation, who after being by me first duly sworn depose and say that the statements contained in said instrument are true and they acknowledged that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this First day of August, A.D. 1996.

(SEAL)

Teddie L. Garcia
Signature of Notary Public

TEDDIE L. GARCIA
Print Name of Notary Public



TEDDIE L. GARCIA
COMMISSION # CC 463745
EXPIRES MAY 14, 1998
BANKING CO., INC.

Notary Commission Number

1999
Notary Commission Date of Expiration