

# N96000005411

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

10/22/96 11:50-011  
\*\*\*122.50 \*\*\*122.50

**SUBJECT:** NORTH FLORIDA CONSERVATORY FOR THE PERFORMING ARTS, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 22 PM 2:42

FILED

*Will Wait*  
**FROM:** MS. PATRICE FLOYD  
Name (Printed or typed)

1355 EAST TENNESSEE STREET  
Address

TALLAHASSEE, FLORIDA 32308  
City, State & Zip

904/942-5785  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

RECEIVED  
96 OCT 22 PM 2:22  
DIVISION OF CORPORATIONS

22 OCT 22 1996

## **ARTICLES OF INCORPORATION**

### **NORTH FLORIDA CONSERVATORY FOR THE PERFORMING ARTS, INC.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, have associated ourselves and do hereby form a corporation, not-for-profit, under the laws of the State of Florida.

#### **ARTICLE I**

##### **NAME**

The name of the corporation shall be the North Florida Conservatory, for Performing Arts, Inc.

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96 OCT 23 PM 2:42  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

#### **ARTICLE II**

##### **PLACE OF BUSINESS**

The principal place of operations for this corporation shall be Tallahassee, Leon County, Florida. Its address is: 1355 East Tennessee Street, Tallahassee, Leon County, Florida 32308, or such other location that the Board of Directors may from time to time designate.

#### **ARTICLE III**

##### **PURPOSES**

The specific purposes for which the corporation is organized shall be:

1. To provide training and awareness to children relative to the performing arts including but not limited to stringed instruments; dance; music theory, terminology and history; literature, and academics.
2. To conduct a conservatory which includes: tutorial programs, a homework center, and after school educational conservatory, and a school of the performing arts for people of all ages.
3. To provide other comprehensive services deemed essential in children and youth development, including but not limited to building self-esteem, self-discipline, etc.

4. To educate the public about the contribution of minorities in the performing arts.
5. To disseminate general information, network and exchange knowledge thereof.
6. To encourage, plan, promote and coordinate programs, seminars and workshops relative to the performing arts and music business education for children, youths and parents, particularly minorities, and the community at large.
7. To contract, conduct, promote, participate and provide services related to public relations, mass communications, and associated fields including, but not limited to radio, television, newspapers, magazines, journals, signs, posters, handbills, etc., in carrying out the purposes set forth.
8. To carry on any or all of its operations and to promote its objectives within the State of Florida or elsewhere, without restrictions as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE V**

##### **EMPLOYEES**

The Board of Directors shall have the authority to appoint or employ an executive director and/or other staff members as required to manage the daily affairs of the corporation.

#### **ARTICLE VI**

##### **BOARD OF DIRECTORS**

The method for election or appointment of directors shall be as stated in the bylaws of this corporation. The government and policy-making responsibilities for North Florida Conservatory for the Performing Arts, Inc., shall be vested in the Board of Directors which shall control its property, be responsible for its finances, and direct its offices.

## **ARTICLE VII**

### **BYLAWS**

Bylaws for this corporation may be amended or altered by 2/3 vote of the Board of Directors at any regular or special meeting, provided that the notice for the meeting includes the proposed amendments. Any proposed amendments shall be submitted in writing at least ten (10) days prior to the meeting at which they are to be considered.

## **ARTICLE VIII**

### **AMENDING ARTICLES**

These Articles of Incorporation may be amended by 2/3 vote of the Board of Directors in good standing and in attendance at a regular meeting provided such amendments shall be plainly stated in the notice for the meeting at which they are to be considered.

## **ARTICLE IX**

### **EXEMPTIONS AND LIMITATION OF POWERS**

The private property of the Board of Directors of this corporation shall not be liable for the debts of this corporation, but shall be wholly exempt therefrom. Further, the corporate powers of this corporation shall be as provided in Section 617.0302, Florida Statutes.

## **ARTICLE X**

### **CONFLICTS**

In the event of conflicts between language found in the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall be controlling.

## **ARTICLE XI**

### **DISSOLUTION**

The corporation may acquire, take by gift, grant, purchase, devise, or bequeath, real and personal property, including grant awards, for purposes appropriate in the exercise of its powers, and may lease, mortgage and dispose of real and personal property including the right to take, hold, and dispose of shares of stock in other corporations.

## **ARTICLE XII**

### **INITIAL REGISTERED AGENT AND ADDRESS**

The name and the street address of the initial registered agent is:

Gwendolyn J. Spencer, Esquire  
518 North Calhoun Street  
Tallahassee, FL 32301

## ARTICLE XIII

### INCORPORATORS

The names and the street addresses of the incorporators for these articles of incorporation are:

|                     |  |
|---------------------|--|
| Patrice Floyd       | 1505 West Heaven Dr.<br>Tallahassee, Florida 32310     |
| Cheryl Gonzalez     | 3460 Zillah Street<br>Tallahassee, Florida 32311       |
| Dr. Karen Henderson | 8531 Congressional Drive<br>Tallahassee, Florida 32312 |
| Mira Hobbs          | 405 Dunwoody Avenue #11<br>Tallahassee, Florida 32304  |

In witness hereof, we, the undersigned incorporators, before named, have hereto set our hands and seals, this \_\_\_\_ day of \_\_\_\_\_, 1996, for the purpose of forming this corporation, to do business not-for-profit within and without the State of Florida, do make and file in the Office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

Patrice Floyd

Cheryl Gonzalez

Dr. Karen Henderson

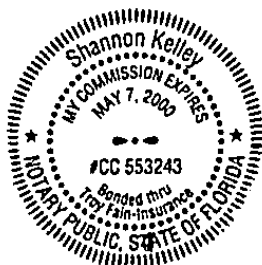
Mira Hobbs

*Patrice Floyd*  
*Cheryl Gonzalez*  
*Dr. Karen Henderson*  
*Mira Hobbs*

State of Florida  
County of Leon

Before me personally appeared: Patrice Floyd, Cheryl Gonzalez, Dr. Karen Henderson, and Mira Hobbs, known to be the individuals described in, and who executed the forgoing Articles of Incorporation, and they acknowledge before me that they executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State mentioned above, this 25<sup>th</sup> day of October, 1996.



*Shannon Kelley Lindsey*  
NOTARY PUBLIC  
My Commission expires:

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

NORTH FLORIDA CONSERVATORY FOR THE PERFORMING ARTS, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

GWENDOLYN J. SPENCER, ESQ.

(NAME)

518 NORTH CALHOUN STREET

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

TALLAHASSEE, FLORIDA 32301

(CITY/STATE/ZIP)

FILED  
96 OCT 22 PM 2:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Gwendolyn J. Spencer  
(SIGNATURE)

10/22/96  
(DATE)