

N97000002429

Anchors, Foster, McInnis & Keefe, P. A.

Attorneys at Law

909 MAR WALT DRIVE, SUITE 1014
FT. WALTON BEACH, FLORIDA 32547-6711

35008 EMERALD COAST PARKWAY, SUITE 102
DESTIN, FL 32541

C. LEDON ANCHORS
W. SCOTT FOSTER*
C. JEFFREY McINNIS
LAWRENCE KEEFE
HARMON O. MASSEY, JR.**

FT. WALTON: (850) 863-4064
FAX: (850) 862-1138

DESTIN: (850) 654-4222
FAX: (850) 654-4086

E-MAIL: AFMK@CYBERTRON.COM

PLEASE REPLY TO:

Ft. Walton Beach

*ALSO ADMITTED IN ALABAMA
**ALSO ADMITTED IN MISSISSIPPI

December 24, 1997

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

000002383460--9
-12/26/97--01077--005
*****87.50 *****87.50

In Re: Okaloosa Chamber Singers, Inc.

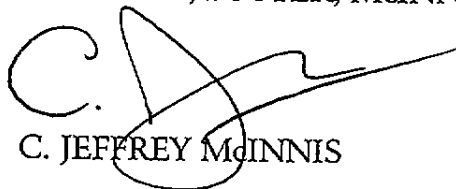
Dear Sir,

Please find enclosed an Amended and Restated Articles of Incorporation of Okaloosa Chamber Singers, Inc. for filing with the Secretary of State. I also enclose a check in the amount of \$87.50, being the filing fee and, also, the fee for obtaining a certified copy of the Amended Articles which I would ask that you forward to the undersigned at the Fort Walton Beach address shown above.

If you should have any questions, please do not hesitate to give me a call.

Sincerely,

ANCHORS, FOSTER, McINNIS & KEEFE,


C. JEFFREY McINNIS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 16 AM 8:27

FILED

Amended & Restated



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

C. JEFFREY MCINNIS
ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.
909 MAR WALT DRIVE, SUITE 1014
FORT WALTON BEACH, FL 32547-6711

SUBJECT: OKALOOSA CHAMBER SINGERS, INC.
Ref. Number: N97000002429

We have received your document for OKALOOSA CHAMBER SINGERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00000972

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

OKALOOSA CHAMBER SINGERS, INC.
(A Florida Corporation Not-For-Profit)

FILED
98 JAN 16 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation not-for-profit is **OKALOOSA CHAMBER SINGERS, INC.** (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

ARTICLE III - PURPOSE:

- (A) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code;
- (B) The Corporation may transact any or all lawful business not inconsistent with the laws of the State of Florida; and,
- (C) The Corporation may exercise all corporate powers enumerated by the provisions of Chapter 617 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK:

This Corporation shall be a corporation not-for-profit and shall not issue stock.

ARTICLE V - MEMBERSHIP:

The membership of the Corporation shall be as established in the By-Laws.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, FL 32547-6711. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than three (3). The Directors shall be elected by the membership of the Corporation at its annual meeting or as prescribed in the By-Laws. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Laraine Acosta	1729 Lila Berry Lane, Niceville, FL 32578
Gretchen Biehle	888 The Masters Blvd., Shalimar, FL 32579

Michael D. Lindhorst 345 Cherie Court, N.W., Fort Walton Beach, Florida 32548

Marilyn Overturf 349 Powell Drive, Crestview, FL 32536

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is as follows: C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE IX - BY-LAWS:

The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X - POWERS:

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-

profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

ARTICLE XI - AMENDMENT OF ARTICLES

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE XII - NON PROFIT STATUS:

(A) The Corporation shall be organized and operated exclusively for purposes authorized in these Articles of Incorporation; notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Florida not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.

(B) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to 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 the purpose clause hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION:

Except as otherwise provided in Article III hereof, no person, firm or corporation shall ever receive any profits from the undertaking of the Corporation and, upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or Director of the Corporation.

Two-thirds vote of the members of the Board of Directors of the Corporation was obtained approving these Amended and Restated Articles on the 23rd day of December, 1997. The number of votes cast for these amendments was sufficient for approval. There are no members of this Corporation entitled to cast a vote regarding the Amendment and Restatement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 14th day of January, 1998 for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.

WITNESSES: OKALOOSA CHAMBER SINGERS, INC.

Sherril Barrett By: Laraine Acosta
Print Name: Sherril Barrett Laraine Acosta, President

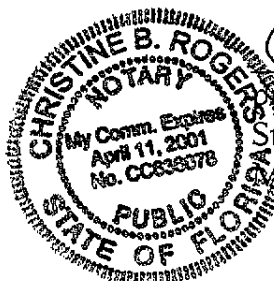
Christine B Rogers
Print Name: CHRISTINE B ROGERS

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 14th day of January, 1998 Laraine Acosta who is personally known to me or who produced FL Drivers License as identification.

NOTARY PUBLIC:

Christine B Rogers
Print name: CHRISTINE B ROGERS
State of Florida at Large (Seal)
My Commission Expires: _____
No. CC638078



This Instrument (corporate/
singers.art) Prepared By:
C. Jeffrey McInnis, Esquire
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, FL 32547-6711.
(904) 863-4064