

**CORPORATE
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INC.**

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SPECIAL INSTRUCTIONS

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97 OCT 20 PM 2:13
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TALLAHASSEE, FLORIDA

10/20

Amend
C.C.

97 OCT 20 AM 10:17

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
THE FLORIDA WIND SYMPHONY, INC.
(A Nonprofit Corporation)

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97 OCT 20 PM 2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

I. Article 3. Purpose, subsection A is amended to read, in its entirety, as follows.

A. Specific Purpose of the Corporation and Internal Revenue Service Limitations

This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person.

1. Specific Purpose of the Corporation

This corporation is organized exclusively for educational and cultural purposes, including, for such purposes, but not limited to, the following.

- a. To provide south Florida with a professional quality wind ensemble.
- b. To promote wind/percussion performance and enhance the music departments in public and private schools, universities, and conservatories in the south Florida area.
- c. To present educational clinics and master classes in public and private schools in the area.
- d. To do musical /cultural outreach and enhance the cultural atmosphere at all schools in the south Florida area.
- e. To do musical /cultural outreach and enhance the cultural atmosphere throughout south Florida and the United States.
- f. To bring professional guest soloists and clinicians to south Florida to

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perform with The Florida Wind Symphony and to do cultural and educational outreach to the schools in the area.

- g. To present concerts in any venue.
- h. To make educational and promotional recordings.
- i. To work with and through community arts organizations to promote music and the arts.
- j. To perform and promote the literature of the wind band.

2. Internal Revenue Service Limitations

a. Net Earnings, Influence of Legislation, and Restricted Activities

- (1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 Article 3, sub-section A (1) hereof.
- (2) 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 or in opposition to any candidate for public office.
- (3) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or, by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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b. Distribution of Assets

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

c. Undistributed Income Tax, Self-Dealing, Retention of Excess Business Holdings, Investments, and Taxable Expenditures

- (1) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (4) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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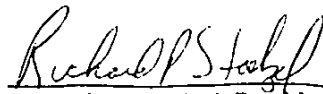
II. Article 3. Purpose, subsection C is deleted, in its entirety.

SECOND: The date of adoption of the amendments was July 9, 1997.

THIRD: Adoption of the Amendments

The amendments were adopted by the members/directors and the number of votes cast for the amendments was sufficient for approval.

The Florida Wind Symphony, Inc.



Richard P. Staelzel, President

10/13/97

Date