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Please refer to our file number:

Writer's direct line: 8928-1

Reply to: (941) 364-2729

Sarasota

EFFECTIVE DATE
1-1-98

January 5, 1998

Bureau of Corporate Records
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

100002391991--2
-01/07/98--01017--006
*****122.50 *****122.50

Re: Manasota Pops Orchestra, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

NOTE: THE EFFECTIVE DATE OF JANUARY 1, 1998.

Please return the certified copy of the Articles of Incorporation to the undersigned via regular mail.

Very truly yours,


Gatha Kennedy Milhorn
Corporate Paralegal

DSW:gkm
Enclosures

(DSW:gkm\State.Art)

F. CHESSEMAN JAN 9 1998

FILED
98 JAN -7 AM 9:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MANASOTA POPS ORCHESTRA, INC.

FILED
98 JAN - 7 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a not for profit Corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE
1-1-98

ARTICLE I - NAME

The name of this Corporation is: _____

MANASOTA POPS ORCHESTRA, INC.

ARTICLE II - TERM OF EXISTENCE

The effective date of this Corporation is January 1, 1998.
The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The Corporation is organized under the Florida Not For Profit Corporation Act for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida and to engage in any activity or business permitted under the laws of the United States and in furtherance of its not for profit status.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be: _____

2451 Dick Wilson Drive
Sarasota, Florida 34240

and, the mailing address of this Corporation shall be:

2451 Dick Wilson Drive
Sarasota, Florida 34240

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Donald O. Roskam 2451 Dick Wilson Drive
Sarasota, Florida 34240

ARTICLE VI - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Members. Vacancies on the Board of Directors may be filled in such a manner as provided by the By-Laws.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Members and approved at a Members Meeting by a majority of the stock entitled to vote thereon.

ARTICLE VIII - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is: Donald O. Roskam
2451 Dick Wilson Drive
Sarasota, Florida 34240

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or 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 proceeding, except for an officer or director who is adjudged guilty of 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 a 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. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

The undersigned has executed these Articles this 1st day of January, 1998.

Donald O. Roskam
Donald O. Roskam

"INCORPORATOR"

FILED
98 JAN -7 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for MANASOTA POPS ORCHESTRA, INC. at the place designated in the Articles, 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.

1-1-98
Date

Donald O. Roskam
Donald O. Roskam
Registered Agent