

6. N98000001659

Charter Number Only

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98 MAR 23 AM 10:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/20/98.

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

Haydn Society of Florida, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy
RECEIVED
98 MAR 23 AM 10:00
DIVISION OF CORPORATION

K. Rolfe MAR 23 1998

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
HAYDN SOCIETY OF FLORIDA, INC.

The undersigned, acting as Incorporator for the purpose of forming a not for profit Corporation under the provisions of Chapter 617 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is

Haydn Society of Florida, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE

The purpose for which the corporation is organized are as follows:

A. To receive and to administer funds and to operate exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all powers conferred on not for profit corporations under the laws of the State of Florida.

D. A not for profit cultural organization dedicated to provide South Florida Audiences with the highest quality professional performances of music for chamber orchestra, featuring the works of Franz Joseph Haydn and other composers who embody the same spirit of individualism and adventure as that great master.

ARTICLE III

POWERS

A. The corporation shall possess and exercise all the powers and privileges granted by Chapter 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended, or by any other law of Florida applicable in any manner to not for profit corporations limited only by the restrictions set forth in the Articles of Incorporation and in said Chapter 607 and 617 of the Florida Statutes.

B. No part of the net earnings of the Corporations shall inure to the benefit of, or be distributable to its members, directors, 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 Articles 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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.

ARTICLE IV

NONSTOCK MEMBERSHIP CORPORATION

The corporation shall be organized as a nonstock membership corporation. Qualifications for members and the manner of their admission to membership in the Corporation shall be as regulated by the Bylaws of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, except as may be otherwise provided in these Articles of Incorporation or in the bylaws of the Corporation, as may be otherwise required by any of the provisions of Chapters 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended. The number of Directors shall be determined and fixed pursuant to the Bylaws of the Corporation, but shall consist of at least three (3) persons. The manner in which the directors shall be elected or appointed shall be set forth in the Bylaws.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office and Registered Agent of the Corporation is:

Steven Sigurdson
1239 NE 17th Terrace
Ft. Lauderdale, FL 33304

The principal office of the corporation shall be at the same address.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who are to constitute and serve as the initial Board of Directors of the Corporation are:

Lisa Anderson
644 S.W. 17th Place
Davie, FL 33324

Diane Kohlmeyer
1101 River Reach Drive, #219
Fort Lauderdale, FL 33315

Rick Rattray
21 S.W. 5th Way
Boca Raton, FL 33432

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Steven Sigurdson
1239 NE 17th Terrace
Ft. Lauderdale, FL 33304

ARTICLE IX

BYLAWS

The power to adopt, change, amend, and repeal the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation.

ARTICLE X

TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, and subject to the provisions of Section 617.05 of the Florida Statutes as it now exists or as it may be hereafter amended, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation, if any, to such organization or organizations existing and operating exclusively for charitable, scientific, literary or educational purposes and at that time qualified as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets 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 located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto set his hand and seal this _____ day of _____, 199__, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

Name Steven Sigurdson
Incorporator/Registered Agent

Date March 20, 1998

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TALLAHASSEE, FLORIDA

Names of Incorporator/Resident Agent

**Certificate of Designation of
Registered Agent/Registered Office**

Pursuant to the Provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the State of Florida, submits the following statements in designating the Registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is: Haydn Society of Florida, Inc.
2. The name and address of the Registered Agent and registered Office is:

Steven Sigurdson
1239 NW 17th Terrace
Ft. Lauderdale, FL 33304

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.

Name Steven Sigurdson
Incorporator/Registered Agent

March 20, 1998
Date