

N9-8.00000 1742

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2468 ATLANTIC BOULEVARD  
JACKSONVILLE, FLORIDA 32207

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EMINENT DOMAIN TRIAL PRACTICE  
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March 12, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

9000002460303-5  
-03/18/98-01025-019  
\*\*\*\*122.50 \*\*\*\*122.50

ATTENTION: New Filings Section

RE: THE ATELIER ENSEMBLE, INCORPORATED

Dear Sir:

Enclosed is an original and copy of the Articles of Incorporation of a new corporation, The Atelier Ensemble, Incorporated, together with our check of filing and certifying.

We would appreciate your advice when it has been accomplished.

Very sincerely yours,

*Janice M. Farina*

Janice M. Farina, Assistant to  
David R. Lewis

DRL/jmf

cc: Mr. Richard K. Stout

Enclosure

R. CHESSE

MAR 25 1998

1498-6173  
626



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 19, 1998

JANICE M FARINA ASSISTANT  
FOERSTER, ISAAC AND YERKES  
2468 ATLANTIC BLVD  
JACKSONVILLE, FL 32207

SUBJECT: THE ATELIER ENSEMBLE, INCORPORATED  
Ref. Number: W98000006173

We have received your document for THE ATELIER ENSEMBLE, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 798A00014929

FILED  
98 MAR 23 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE ATELIER ENSEMBLE, INCORPORATED

FILED  
98 MAR 23 PM 12:03  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

We, the undersigned, being desirous of forming a corporation for cultural-musical purposes, under the provisions of Chapter 617 of the Florida Statutes, agree to the following:

ARTICLE I

The name of this corporation is:

**THE ATELIER ENSEMBLE, INCORPORATED**

ARTICLE II

The general nature of the objects and purpose of this corporation shall be:

- A. To enrich the culture of this community by the presentation of musical concerts.
- B. To purchase, acquire, own, hold, lease, either as lessee or as lessor, sell, exchange, mortgage, deed in trust, develop, construct, maintain, equip, operate, and generally deal in real property and other buildings and any and all property of any and every kind of description, whether real, personal, and/or mixed.
- C. To enter into, make, perform and carry out contracts of every kind for any lawful purpose of any person, firm, association, or corporation, municipality, county, state, territory, government, or other municipal or governmental subdivision.
- D. From time to time to apply for, purchase, acquire,

transfer, or otherwise exercise, carry out, and enjoy any benefit, right, privilege, prerogative, or power conferred by, acquired under, or granted by any statute, ordinance, order, license, power, authority, franchise, commission, or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant.

E. To perform and carry on any activity whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance or further the accomplishment of any of its powers, purposes, and objects; to conduct its business in this state, and in other states, and in the District of Columbia, the territories and colonies of the United States and in foreign countries, and to hold, purchase, mortgage and convey real and personal property either in or out of the State of Florida, and to have and to exercise all the powers conferred by the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

F. To carry out all or any part of the foregoing objects and purposes as principal, agent, or otherwise, either alone or in conjunction with any person, firm, association, or other corporation and in any part of the world; and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, and to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do or exercise, provided that the same shall not be inconsistent with the laws of

the State of Florida.

ARTICLE III

The membership of this corporation shall consist initially of the incorporators to this corporation. Any other person may become a member upon acceptance of the faith of the corporation, attendance at the worship services and an affirmative vote of a majority of the incorporators hereto.

ARTICLE IV

The corporation is to exist perpetually.

ARTICLE V

The name and address of the incorporator to these Articles is:

NAME

ADDRESS

Richard K. Stout

3625 Valencia Road  
Jacksonville, Florida 32205

ARTICLE VI

The names and addresses of the initial directors are:

Richard K. Stout

3625 Valencia Road  
Jacksonville, Florida 32205

Christina Dahl

3625 Valencia Road  
Jacksonville, Florida 32205

Kenneth Every

1284 Talbot Avenue  
Jacksonville, Florida 32205

Melissa Pierson Barrett

9694 Broken Oak Boulevard  
Jacksonville, Florida 32257

Mark Romatz

9020 Warwickshire Road  
Jacksonville, Florida 32217

ARTICLE VII

The method of election of directors is as stated in the by-laws.

#### ARTICLE VIII

Section 1. The officers of the corporation shall be President, Vice President, Secretary , Treasurer and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

PRESIDENT - RICHARD K. STOUT

VICE PRESIDENT - KENNETH EVERY

SECRETARY/TREASURER - CHRISTINA DAHL

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

Section 4. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### ARTICLE IX

Section 1. The Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership by a majority vote of those present, upon notice given, as provided by the By-Laws, of intention to submit such

amendments.

#### ARTICLE X

The location of this corporation shall be as follows:

3625 Valencia Road  
Jacksonville, Florida 32205

or such other place in Florida as the Board of Directors shall designate.

#### ARTICLE XI

Section 1. The corporation may exercise all the powers, which are now or hereafter conferred by law upon corporations, not organized for pecuniary gain or profit, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law. Notwithstanding any other provisions of this Chapter, 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 provisions of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Internal Revenue

Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Should the corporation be dissolved, by the expiration of its Charter or otherwise, no member shall be entitled to any distribution or division of its remaining property or its proceeds and all assets owned by the corporation shall be distributed exclusively to such corporations or organizations as would then qualify for exemption from Federal Income Tax under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE XII

The street address of the initial registered office of this Corporation is:

2468 Atlantic Boulevard  
Jacksonville, Florida 32207

and the name of the initial registered agent of the corporation at that address is: DAVID R. LEWIS, ESQUIRE.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 12 day of March, 1998.

  
\_\_\_\_\_  
Richard K. Stout



STATE OF FLORIDA

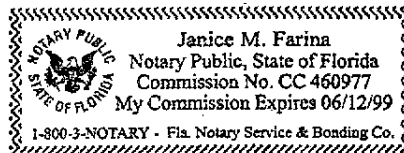
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD K. STOUT, to me well known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 12th day of March, 1998.

  
Notary Public

My Commission Expires:



FILED  
98 MAR 23 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA