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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
CONTACT: DEBRA H CHRYSTIE  
PHONE: (954) 462-3300

ACCT#: 076067004147

FAX #: (954) 763-2439

NAME: INTERNATIONAL WIND SYNTHESIS ASSOCIATION, IN  
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**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL WIND SYNTHESIS ASSOCIATION, INC.**

The undersigned, acting as Incorporator of a corporation pursuant to the Florida Not For Profit Corporation Act, codified as Chapter 617, Florida Statutes, hereby adopts and causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of the corporation is: International Wind Synthesis Association, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

100 Northeast Third Avenue  
Suite 1100  
Fort Lauderdale, FL 33301

**ARTICLE III: PURPOSE**

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

The specific purposes for which the corporation is organized are:

To provide a free exchange of ideas and information in all areas related to wind synthesis, including but not limited to its educational, scientific and literary development; advancement in scientific areas relating to the design and development of hardware and software relating to wind synthesizers and controllers, the development and dissemination of educational materials to advance and enhance the use, operation and performance of wind synthesizers and related equipment, to aid the development of musical compositions, recordings, and other means of disseminating performances by wind synthesists and musical performers employing wind synthesis as part of their repertoire; to provide a forum for communication among enthusiasts, designers, developers and performers advancing the art and science of wind synthesis and as otherwise set forth in the By-Laws of the Corporation.

Prepared by: Scott R. Austin, Esq.  
English, McCaughan & O'Bryan, P.A.  
100 N. E. 3 Avenue, Suite 1100  
Fort Lauderdale, FL 33301 phone: 954-462-3300  
FL Bar #434140

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**ARTICLE IV: CORPORATE POWERS**

4.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

4.2 Limitations. The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, member of the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

4.2-1 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4.2-2 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization to which contributions are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

**ARTICLE V: BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors and all meetings for the conduct of such affairs are expressly permitted to be held telephonically or via Internet e-mail or other means as expressly adopted by the Board and as more specifically set forth in the Bylaws. The number of Directors of the Corporation shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons.

**ARTICLE VI: MANNER OF ELECTION OF DIRECTORS**

The method of election of members of the Board of Directors shall be as stated in the Bylaws.

**ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have six (6) members of the Board of Directors to hold office until the first meeting of the members and their successors shall have been duly elected and

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qualified. The following persons shall constitute the initial members of the Board of Directors of the Corporation:

Bruce Ronkin  
902 Stearns Hill Road  
Waltham, MA 02154

Stephen Anderson  
8 S. Columbus Street  
Arlington, VA 22204

Scott Dart  
7711 NE 175th St., Apt D201  
Bothell, WA 98011

Allan Metts  
3564 Schilling Ridge  
Diluth, GA 30136

Don Perkins  
3156 Oak Road #104  
Walnut Creek, CA 94596

Scott Austin  
100 NE Third Avenue, Suite 1100  
Fort Lauderdale, FL 33301

John Harris  
8505 Lemoran Avenue  
Pico Rivera, CA 90660

Art Whitfield  
251 Drumliff Way  
Rochester, NY 14612

#### ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

Name

Address

Scott R. Austin

100 NE Third Ave., Suite 1100  
Fort Lauderdale, FL 33301

#### ARTICLE IX: INCORPORATOR

The name and address of the undersigned Incorporator is:

Name

Address

Scott R. Austin

100 NE Third Avenue, Suite 1100  
Fort Lauderdale, FL 33301

#### ARTICLE X: BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

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**ARTICLE XI: DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law. Any such asset not so disposed of shall be disposed of by the appropriate Court 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.

**ARTICLE XII: GENERAL**

12.1 The Corporation shall distribute its income for each taxable 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 Code, or any corresponding provisions of any future United States Revenue Law.

12.2 The Corporation shall not engage in any act of "self-dealing", as defined in Section 4941(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

12.3 The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

12.4 The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

12.5 The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

The undersigned has executed these Articles of Incorporation on this 29<sup>th</sup> day of May, 1998.

  
SCOTT R. AUSTIN, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for INTERNATIONAL WIND SYNTHESIS ASSOCIATION, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Dated: May 29, 1998By: Scott R. AustinInitial  
Registered Agent

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