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of Counsel

December 22, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/24/98--01012--009
122.50 **78.75

RE: SOUTH DADE BAND & ORCHESTRA PATRONS ASSOC.

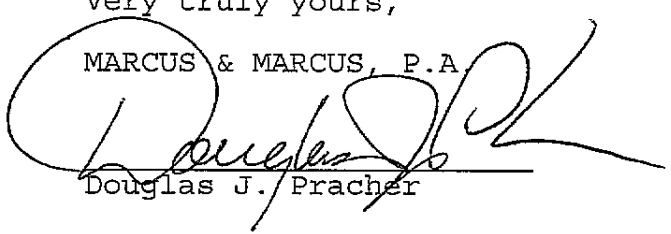
Gentlemen:

Enclosed for filing is an original, plus one copy, of the Articles of Incorporation for the above-named corporation, together with our Check No. 16902 in the amount of \$122.50 to cover the filing fees. Please file these Articles and return a copy to this office in the envelope which has been provided.

Should you have any questions or problems, please do not hesitate to contact the undersigned.

Very truly yours,

MARCUS & MARCUS, P.A.


Douglas J. Pracher

DJP/cme

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
Of
SOUTH DADE BAND & ORCHESTRA PATRONS ASSOCIATION, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I

NAME

The name of this Corporation shall be : SOUTH DADE BAND & ORCHESTRA PATRONS ASSOCIATION, INC.. The principal address of the Corporation shall be: c/o South Dade Senior High School, 28401 S.W. 167th Avenue, Homestead, Florida 33031.

ARTICLE II

ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III

PURPOSE

The purposes for which this Corporation are organized are exclusively religious, charitable, cultural, scientific, and educational, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, and the Regulations promulgated thereunder, including for such purposes the making of distributions

to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code, and principally to help plan, promote, develop, and in any other way assist in the activities, events, organization and equipping of the South Dade High School Band & Orchestra for the band and orchestra members, the instructors, teachers and directors/conductors, the students of South Dade High School and for the general good and welfare of the public, especially the citizens of South Dade County.

Toward that end the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise any property, tangible or intangible, real or personal, or any undivided interest therein, without limitation as to amount or value;

2. To contract for the operation or management of its projects;

3. To advertise and promote within or without the State as to the activities of the Corporation;

4. To sell, convey, assign, mortgage, encumber, pledge or otherwise dispose of or alienate any property, real or personal, tangible or intangible, and to invest or reinvest, or deal with the principal thereof, or the income therefrom, in such manner as in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of

Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;

5. To receive income from various sources, including public and private grants, fees, rent, loans, and any other appropriate source determined to be necessary to carry out the purposes of this Corporation. To determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted. No dividends, or part of any income shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation except for salaries for hired staff and professional assistance, from the receipts of the Corporation.

6. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit under the statutes of the State of Florida, provided however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;

7. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code or any future United States Internal Revenue law, or b) a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 as amended, or any other

corresponding provisions of any future federal tax code or any future United States Internal Revenue law;

8. To the extent permitted by law, to exercise its rights, powers and privileges by holding meetings of its members and the Board of Directors, and having one or more offices, by employing personnel and by establishing branches, subdivisions and agencies, in any part of the world;

9. Alone or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code;

10. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the

Corporation.

ARTICLE IV

TERM

The period of duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V

INCORPORATORS

The name and residence of the subscriber to these Articles of Incorporation is: Timothy Ely, c/o 28401 S.W. 167th Avenue, Homestead, Florida 33031

Duane Schultz, c/o 28401 S.W. 167th Avenue, Homestead, Florida 33031

ARTICLE VI

QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and dues or assessments owed, if any, and the method of collection thereof, the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and affairs conducted by the Board of Directors. The number of Directors shall be set forth in the By-Laws of the Corporation, provided however, that except for the initial Board of Directors shall be as set forth below there shall never be fewer than three members on the Board of Directors. The name and addresses of persons constituting the initial Board of Directors who are to act in that capacity until the selection of their successors are:

Timothy Ely 28401 S.W. 167th Avenue, Homestead, Florida 33031

Duane Schultz 28401 S.W. 167th Avenue, Homestead, Florida 33031

Linda Knowles 28401 S.W. 167th Avenue, Homestead, Florida 33031

The above named individuals shall serve as the initial Board of Directors for a period of ninety (90) days after the date of Incorporation. During that time, a list of permanent members of the Board of Directors shall be prepared by the above incorporators or other working with or familiar with the new corporation, consistent with the By-Laws, and objectives for skill and experience, and shall be submitted to the Board of Directors for approval.

B. Employment of Staff: The Board of Directors may retain staff for the purpose conducting day to day management and supervision of the Corporation

affairs consistent with the policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The name and address of the Corporation's initial Registered Agent is:

Douglas J. Pracher, Esq.
Marcus & Marcus P.A.
317 North Krome Avenue
Homestead, FL 33030

ARTICLE IX

BY-LAWS

The By-Laws shall be adopted at the first meeting of the initial Board of Directors and shall be re-adopted at the first meeting of the permanent Board of Directors. The By-Laws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of the Corporation.

ARTICLES X

AMENDMENT OF ARTICLES OF INCORPORATION

These Article may be amended pursuant to a proposal by a Director and

presented to a quorum of the Board of Directors for their vote and adopted by a vote of a majority of the members of the Board of Directors.

ARTICLE XI

DISSOLUTION

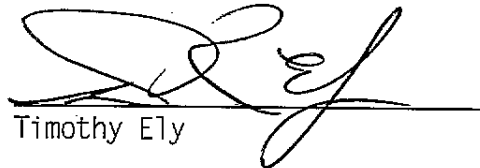
In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, as amended, and any corresponding provisions of any subsequent federal tax laws, or to the federal, state or local government, for exclusive public use. Any such 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 then located.

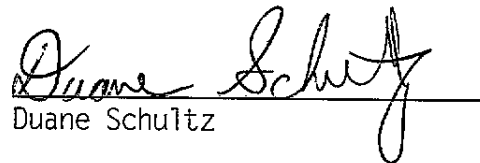
ARTICLE XII

NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national, origin, age, sex, handicap or religion. This principle shall be reflected in the By-Laws, and in the policies and programs enacted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not for profit, under the laws of the State of Florida, this 17th day of December, 1998.


Timothy Ely

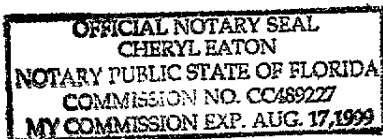

Duane Schultz

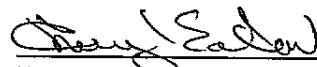
State of Florida
ss
County of Dade

Before me the undersigned officer authorized to take oaths and acknowledgments, personally appeared Timothy Ely and Duane Schultz, who being first duly sworn, acknowledged to me that he is the person described as the Incorporator of South Dade Band & Orchestra Patrons Association, Inc. and the one who executed the foregoing Articles of Incorporation and that he executed the same for the purposes therein expressed, the same being personally known to me or who has produced Florida Drivers' Licenses as identification.

Witness my hand and seal this 16th day of December 1998.

My Commission Expires:



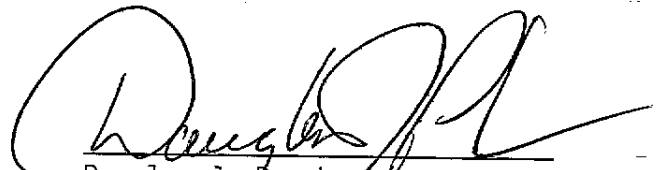

Notary Public
State of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts appointment as the Registered Agent for the Corporation and agrees to comply with the provisions of all statutes relative to

the performance of my duties.

Dated: 12/22/98


Douglas J. Pracher
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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