

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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Articles of Incorporation of

The Wind Symphony of Florida
(A Florida Nonprofit Corporation)

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Article 1. Name. The name of the Corporation is: The Wind Symphony of Florida, Inc.

Article 2. Principal place of business and mailing address.

- A. The principal place of business will be as follows: The Wind Symphony of Florida, Inc., Music Department, Florida Atlantic University, 777 Glades Rd., Boca Raton, FL 33431.
- B. The mailing address will be as follows: The Wind Symphony of Florida, Inc., Music Department, Florida Atlantic University, 777 Glades Rd., Boca Raton, FL 33431.

Article 3. Purposes.

Specific Purposes of the Corporation and Internal Revenue Service Limitations

This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person.

A. Specific Purposes of the Corporation

This corporation is organized exclusively for educational and cultural purposes, including, for such purposes, but not limited to, the following.

1. To provide south Florida with a professional quality wind ensemble.
2. To provide south Florida with a high quality community wind ensemble.
3. To provide south Florida with a high quality high school honors wind ensemble.
4. To promote wind/percussion performance and enhance the music departments in public and private schools, universities, and conservatories in the south Florida area.
5. To present educational clinics and master classes in public and private schools in the area.
6. To do musical /cultural outreach and enhance the cultural atmosphere at all schools in the south Florida area.
7. To do musical /cultural outreach and enhance the cultural atmosphere throughout south Florida and the United States.

8. To bring professional guest soloists and clinicians to south Florida to perform with The Wind Symphony of Florida and to do cultural and educational outreach to the schools in the area.
9. To present concerts in any venue.
10. To make educational and promotional recordings.
11. To work with and through community arts organizations to promote music and the arts.
12. To perform and promote the literature of the wind band.

B. Internal Revenue Service Limitations

1. Net Earnings, Influence of Legislation, and Restricted Activities

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, 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 Article 3, sub-section A (1) hereof.
- (b) 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.
- (c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on 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, 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.

2. Distribution of Assets

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset 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, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. Undistributed Income Tax, Self-Dealing, Retention of Excess Business Holdings, Investments, and Taxable Expenditures

- (a) The corporation will distribute its income for each tax 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 Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

Article 4. Members.

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
George E. Sparks	6007 Ridge Lane, Ocean Ridge, FL 33435
Mary D. Sparks	6007 Ridge Lane, Ocean Ridge, FL 33435
Arnold A. Broussard	2230 N Spring Harbor Drive, Delray Beach, FL 33445

Article 5. Initial Registered Agent and Office.

The initial registered agent and the initial registered office are as follows:

George E. Sparks, 6007 Ridge Lane, Ocean Ridge, FL 33435

Article 6. Initial Board of Directors.

The initial Board of Directors shall have 3 members whose names and addresses are:

<u>Name</u>	<u>Address</u>
George E. Sparks	6007 Ridge Lane, Ocean Ridge, FL 33435
Mary D. Sparks	6007 Ridge Lane, Ocean Ridge, FL 33435
Arnold A. Broussard	2230 N Spring Harbor Drive, Delray Beach, FL 33445

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows.

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	George E. Sparks	6007 Ridge Lane, Ocean Ridge, FL 33435
Secretary	Mary D. Sparks	6007 Ridge Lane, Ocean Ridge, FL 33435
Treasurer	Arnold A. Broussard	2230 N Spring Harbor Drive, Delray Beach, FL 33445

Article 8. Incorporators.

The names and addresses of the incorporators of this corporation are as follows.

<u>Name</u>	<u>Address</u>
George E. Sparks	6007 Ridge Lane, Ocean Ridge, FL 33435
Mary D. Sparks	6007 Ridge Lane, Ocean Ridge, FL 33435
Arnold A. Broussard	2230 N Spring Harbor Drive, Delray Beach, FL 33445

Article 9. Nonstock Basis.

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 10. Corporate Address.

The street address and mailing address of the Corporation's initial principal office is as follows:

The Wind Symphony of Florida, Inc., Music Department, Florida Atlantic University, 777 Glades Rd., Boca Raton, FL 33435.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this

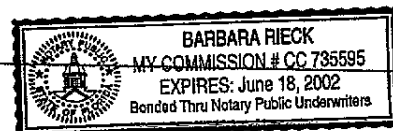
21ST day of JANUARY, 1999

George E. Sparks
Mary D. Sparks
Arnold A. Broussard
(Signatures of Incorporators)

Acknowledged before me on 21ST DAY JAN, 1999 by GEORGE SPARKS, MARY SPARKS, ARNOLD BROUSSARD who produced a driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

Barbara Rieck
NOTARY PUBLIC, STATE OF FLORIDA

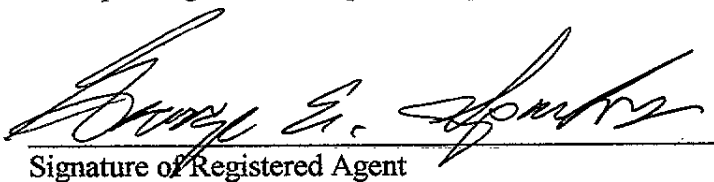
Name



Commission No.

My Commission Expires

I accept designation as registered agent:

A handwritten signature in cursive script, appearing to read "Bruce E. Sparks", is written over a horizontal line.

Signature of Registered Agent

FILED

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