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LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GUITAR ALLIANCE OF FLORIDA, INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

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☐ Photocopy

☐ Certificate of Status

99 MAY 26 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
99 MAY 26 AM 11:20
DIVISION OF CORPORATION

Examiner's Initials

Articles of Incorporation

For

GITAR ALLIANCE OF FLORIDA, Inc.

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Notice is hereby given that the undersigned incorporators, all being of full age, having associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of chapter 607 and 617, Florida statutes, and we do hereby accept all the rights, privileges, benefits and obligations conferred and imposed by such laws, and we do hereby make, subscribe, acknowledge and file the Articles of Incorporation.

Article I Name

The name of the Corporation shall be: "Guitar Alliance of Florida, Inc."

Article II Purpose

The objectives of the Corporation shall be to raise, receive and maintain a fund of real or personal property, including any income or interest generated therefrom, exclusively for the following purposes:

- a) To work diligently as a private Organization, for the betterment of it's members, the great community of people of the United States of America, the State of Florida, and the communities of Greater Miami-Dade County and to create, support, preserve and disseminate an interest and an audience for the benefit of the Guitar. This shall be accomplished by offering a venue for amateurs, aspiring talent and professional artists to perform, lecture and exchange ideas and philosophies pertinent to the Guitar within an atmosphere of open-mindedness, cooperation, support and encouragement for new ideas and works for the guitar.

- b) Create a network of performers, instructors, institutions, organizations, students, builders, composers and aficionados of the guitar.
- c) The Alliance will present concert type programs in all degrees of proficiency (amateur through professionals). These programs shall be open to the public and a nominal amount will be charged to cover expenses and talent.
- d) The Alliance will thrive to establish educational programs (scholarships and educational assistance) directed towards the gifted young talent that may qualify within rules set in the future.
- e) The Alliance will gather and archive educational material for the purpose of disseminating education directed towards the guitar.
- f) The Alliance will publish a Newsletter for the purpose of informing membership of upcoming, current and past events.
- g) For the achievement of these goals and purposes, the corporation's future existence will mainly depend on membership dues, ticket sales revenue from Alliance sponsored activities (Concerts, Master Classes), charitable donations, grants, endowments from the city, county State and Federal sources along with private and international funding.

Article III

Members

Membership

- a) The Alliance will offer three types of membership:
 - 1. Individuals (students, teachers, performers, composers, builders, amateurs, guitar aficionados, etc.)
Benefits: Free attendance to special forums and meetings.
Discounts on concerts and Alliance sponsored events.
Updates on Alliance sponsored events. (Newsletter when published)
 - 2. Group (Guitar Studios, family, classroom guitar teachers)
Benefits: Free attendance to special forums and meetings.
Group discounts on Alliance sponsored events.
Updates on Alliance sponsored events. (Newsletter when published)
 - 3. Organizations (Guitar societies, Composers Alliances, Music Schools, Music Businesses, etc.)
Benefits: Discounts to Alliance sponsored events.
Updates on Alliance sponsored events. (Newsletter when published)
Special mention in Newsletter.
- b) Eligibility: Any real or legal person may be eligible for membership without regard to sex, race, creed or nationality. The only requirement is for the member to have an

interest in the preservation, dissemination and betterment of the Guitar and that the membership dues are maintained current.

- c) Application for Membership: Written application will be submitted to the Alliance for the purpose of obtaining general contact information on each member.
- d) Termination: Membership may be terminated by expulsion for just cause (an action by the member that may act against the policies and goals the Alliance may pursue.) A membership also will be considered terminated if the membership dues are not paid up to date.
- e) Membership will not be limited to local members, out of state and international membership will be encouraged.

Article IV **Duration**

The Corporation shall have perpetual existence unless it is terminated sooner in accordance with the laws of the State of Florida.

Article V **Initial Officers**

The first board of directors of the “Guitar Alliance of Florida” will be elected for a period of time of two (2) years. This will be from the date of the creation of the corporation until two (2) years after. From this date on, elections will be held every year on the first general meeting after the corporation anniversary date. The procedure for the elections shall be established in the Bylaws of the Alliance.

The following officers will represent the Alliance for the first two years:

President & Secretary

René González
13700 SW 78th Court
Miami, FL 33158

Vice-President

Ramón Zayas
15210 SW 142nd Terrace
Miami, FL 33196

Vice-President & Treasurer

Alfredo R. Figueroa
15634 SW 96th Terrace
Miami, FL 33196

Vice-President

Edgar Castrillo
7440 SW 59th Terrace, Suite 104
Miami, FL 33155

Article VI

Bylaws and Amendments to

The Articles of Incorporation

The Board of Directors of this Corporation may provide such Bylaws as may be required for the conduct of the business of the Corporation and to pursue and meet its purposes. The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporation's Not for Profit Law concerning corporate action that must be authorized or approved by Members of the Corporation. The Board of Directors shall be given proper notice of the proposed change before the meeting during which the vote occurs, is held. Proper notice is constituted by the mailing of the written text of the proposed changes to each voting member of the Corporation at least ten (10) days prior to the meeting at which such change is to be voted upon whether it be a membership meeting or a Board of Director's meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by affirmative vote from a majority of the members of the Board of Directors. Prior notice of any proposed amendments must be given to all members of the Board of Directors before a vote is taken. Proper notice is constituted by mailing of the written text of the proposed changes to each voting member of the Corporation at least ten (10) days prior to the meeting at which such change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of not-for-profit corporations.

Article VII
General

All income and assets of the Corporation, above necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors. This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers, or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for artistic performances and other services rendered and may confer benefits upon its members on conformity with its purposes.

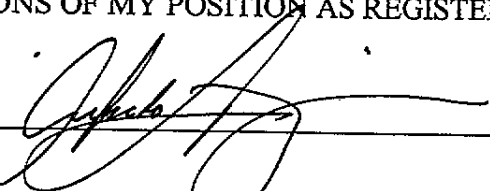
Article VIII
Initial Registered Agent and Registered Office

The above named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at: 15634 SW 96th Terrace, Miami, Dade County, Florida and hereby designate Alfredo R. Figueroa as the Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until his successor is selected and duly designated. The principal office address shall be the same as the above. The Board of Directors may from time to time change the resident agent or the location of this office.

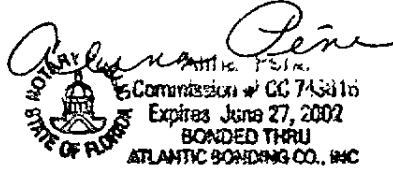
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____


DATE _____



May 12, 1985

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this
12 Day of May, 1999.



Signature(s) of the Incorporator(s)

 René González, President & Secretary

 Ramón Zayas, Vice-President

 Alfredo R. Figueroa, Vice-President & Treasurer

 Edgar Castrillo, Vice president

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