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September 21, 1999

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

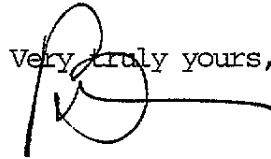
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\*\*\*\*122.50 \*\*\*\*\*78.75

To Whom It May Concern:

We are enclosing Articles of Incorporation of Florida Youth Chorus, Inc. and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,



Robert M. Johnson

Encls: Check \$122.50  
Articles of Inc.,  
in duplicate

RMJ/bd

FILED  
99 SEP 23 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN SEP 27 1999

ARTICLES OF INCORPORATION  
OF

**FLORIDA YOUTH CHORUS, INC.**  
A Florida Not-For-Profit Corporation

**FILED**  
99 SEP 23 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: **FLORIDA YOUTH CHORUS, INC.**; and the initial principal address of the corporation is: 1605 Main Street, Suite 1100, Sarasota, Florida 34236.

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State for the State of Florida.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

To provide young singers in the southwest Florida area an opportunity to learn, appreciate and perform choral music in concert and theatrical settings. In this process, singers will be exposed to a variety of musical styles that will expand their knowledge and interest of cultures and also cultivate an awareness, understanding and appreciation for classical, liturgical, ethnic, popular and theater music. The singers will develop poise, confidence, self-discipline and the understanding of the artistic process through concert performances and professional engagements.

## ARTICLE IV

### POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, 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 State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

## ARTICLE V

### MEMBERSHIP

The corporation is not a membership organization.

## ARTICLE VI

### REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 1605 Main Street, Suite 1100, Sarasota, Florida 34236 and the registered agent at such address is: Michael R. Pender, Jr.

## ARTICLE VII

### DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than three (3) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

## ARTICLE VIII

The names and addresses of each Director are:

Michael R. Pender, Jr.  
1605 Main Street, Suite 1100  
Sarasota, Florida 34236  
(941) 366-2983

Betsy Mitchell  
4518 Mink Way  
Sarasota, Florida 34235  
(941) 355-1313

Alison Dietz-Ross  
3510 Richwood Link  
Sarasota, Florida 34235  
(941) 377-7397

## ARTICLE IX

### OFFICERS AND INCORPORATORS

Section 1: The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Betsy Mitchell 4518 Mink Way Sarasota, Florida 34235
Vice President	Alison Dietz-Ross 3510 Richwood Link Sarasota, Florida 34235
Secretary Treasurer	Michael R. Pender, Jr. 1605 Main Street, Suite 1100 Sarasota, Florida 34236

## ARTICLE X

### BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: 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 XI

### DISTRIBUTION AND DISSOLUTION

Section 1: Said corporation is organized exclusively for charitable, education, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding Section of any future Federal Tax Code).

Section 2: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding Section of any future Federal Tax Code).

Section 3: Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, or scientific, or 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.

Section 4: However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding Section of any future Federal Tax Code).

## ARTICLE XII

### NON-DISCRIMINATION POLICY

The Florida Youth Chorus, Inc. admits students of any race, color, national or ethnic origin to all the rights, privileges, programs and activities of the corporation. It does not

discriminate on the basis of race, color, national or ethnic origin in administration of its activities, admission policies, or other administered programs.

### ARTICLE XIII

#### AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a majority of those present.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 16<sup>th</sup> day of September, 1999.

  
Michael R. Pender, Jr.

  
Betsy Mitchell

  
Alison Dietz-Ross

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **FLORIDA YOUTH CHORUS, INC.**
2. The name and address of the registered agent and office is: Michael R. Pender, Jr., 1605 Main Street, Suite 1100, Sarasota, Florida 34236.

SIGNATURE:

  
(Corporate Officer)

TITLE

Registered Agent


DATE

9-16-99

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

  
9-16-99

REGISTERED AGENT FILING FEE: \$35.00

**FILED**  
99 SEP 23 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA