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FILED
99 OCT 19 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 12, 1999

Secretary of State
Division of Corporation
David E. Mann, Director
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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**RE: The Okaloosa-Walton Youth Philharmonic Symphony Orchestra
Articles of Incorporation**

Dear Mr. Mann:

Enclosed you will find the original Articles of Incorporation on the above referenced incorporation, a copy to be certified, and a check in the amount of \$122.50.

Please file same and certify the copy for return to this office in the self-addressed stamped envelope.

Very truly yours,


W. HOWARD LaPORTE

WHL/de
enclosures

T. Burch OCT 21 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
THE OKALOOSA-WALTON YOUTH PHILHARMONIC
SYMPHONY ORCHESTRA, INC.**

A FLORIDA NONPROFIT CORPORATION

ARTICLE ONE. NAME

The name of this corporation is **THE OKALOOSA-WALTON YOUTH
PHILHARMONIC SYMPHONY ORCHESTRA, INC.**

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable and educational purposes pursuant to the Florida Corporation Not For Profit Act.

ARTICLE THREE. PURPOSES

The specific and primary purpose for which this corporation is formed is to operate for the advancement of educational and charitable as follows:

A. This corporation is not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are:

To sponsor an orchestra for student in Okaloosa and Walton Counties, State of Florida, who have not yet graduated from High School.

To raise funds to support the Orchestra and provide for a musical director and such other staff that is needed to direct the musical and business affairs of the Orchestra.

To seek out and encourage all youngster in Okaloosa and Walton Counties who are interested in becoming a member of the Orchestra and to support and assist teachers or orchestra instrument to provide training and education as needed to play in the orchestra. purposes, by the distribution of its funds for such purposes and particularly for the advancement of Christianity.

To assist the Orchestra in making public and private performances in this area and such other geographical areas as may benefit the training and education of the Orchestra members.

- B. To exercise all rights and powers conferred by the laws of the state of Florida upon Nonprofit corporations.
- C. The Corporation is further authorized to purchase musical instruments, music supplies or equipment, office equipment, and purchase or lease property as needed to carry out its stated purposes.

ARTICLE FOUR. DEDICATION OF ASSETS

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501© (3), or like provision, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation but the Corporation shall be authorized and empowered to pay reasonable compensation to individuals for services rendered, and to make payments or distribution in furtherance of this stated purposes. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501 C-(3), or as the same may be amended.

ARTICLE FIVE. MEMBERSHIP

The Incorporators of the Corporation and the initial Board of Directors shall be the original Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for the addition of other Voting Members who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws. The name and address of each initial Voting Members is as follows:

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<u>Name</u>	<u>Address</u>
Dr. Clifford Herron	1903 Valparaiso Blvd., Niceville, Florida 32579
David Ott	107 Mark, Destin, Florida 32541
J. J. Steele	120 Lowery Place S.E., Ft. Walton Beach, Florida 32548
Terrie Henderson	5479 Old Bethel Road, Crestview, Florida 32536
Dr. Diane Kelley	461 W. School Avenue, Crestview, Florida 32536
Kara Parker	5802 Old Bethel Road, Crestview, Florida 32536
Dr. Frank Fuller	112 Southlake Court, Niceville, Florida 32578
Lori Klausutis	1607 E. Mariah Way, Ft. Walton Beach, FL 32547
Elizabeth Erhardt	1696 Creststone Cove, Niceville, Florida 32578
Howard LaPorte	5850 LaPorte Road, Crestview, Florida 32539

ARTICLE SIX.
LOCATION OF INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT AND
MAILING ADDRESS AND/OR PRINCIPAL ADDRESS

The street address of the initial registered office of the corporation is The Arts Center, 100 College Blvd., City of Niceville, County of Okaloosa, State of Florida, 32578.

The name of the initial registered agent at such address is :

Dr. Frank Fuller
The Arts Center
100 College Blvd.
Niceville, Fl 32548

I, Dr. Frank Fuller, am familiar with the purposes of the Registered Agent and hereby accept the position of Registered Agent of this corporation.


Dr. Frank Fuller

ARTICLE SEVEN. INITIAL DIRECTORS.

There shall be seven (9) directors constituting the initial board of directors. The name and address of each person who is to serve as an initial director is:

<u>Name</u>	<u>Address</u>
Howard LaPorte	5850 LaPorte Road, Crestview, FL 32539
Elizabeth Erhardt	1696 Creststone Cove, Niceville, Florida 32578
Kara Parker	5802 Old Bethel Road, Crestview, Florida 32536
Dr. Frank Fuller	112 Southlake Court, Niceville, Florida 32578
Dr. Diane Kelley	461 W. School Avenue, Crestview, Florida 32536
Lori Klausutis	1607 E. Mariah Way, Ft. Walton Beach, FL 32547
Dr. Clifford Herron	1903 Valparaiso Blvd., Niceville, Florida 32579
J. J. Steele	120 Lowery Place S.E., Ft. Walton Beach, Florida 32548
Terrie Henderson	5479 Old Bethel Road, Crestview, Florida 32536

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

ARTICLE EIGHT. INCORPORATORS.

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

<u>Name</u>	<u>Address</u>
Dr. Frank Fuller	112 Southlake Court, Niceville, Florida 32578
Dr. Diane Kelley	461 W. School Avenue, Crestview, Florida 32536
W. Howard LaPorte	5850 LaPorte Road, Crestview, Florida 32539

ARTICLE NINE. MANAGEMENT OF CORPORATE AFFAIRS.

(A) **BOARD OF DIRECTORS:** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of Directors. The number of directors of the corporation shall be nine (9) provided, however, that such number may be changed by bylaw duly adopted by the members but shall never be less than three (3).

Page 5 of the Articles of Incorporation of OWYPSOI

The directors named in ARTICLE SEVEN shall hold office until the first meeting of members, to be held during the month of November 1999, at The Arts Center, 100 College Blvd., City of Niceville, County of Okaloosa, State of Florida, 32578, at which time an election of directors shall be held.

At the first annual meeting, three Directors shall be elected to a one-year term, three shall be elected to a two-year term, and three shall be elected to a three-year term; thereafter Directors shall be elected and serve for a term of three years, or as provided in the Bylaws of the corporation, and until the qualification of the successors in office. Annual meetings shall be held at 7:00 p.m. on the second Tuesday in September of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

(B) CORPORATE OFFICERS. The officers of the Corporation shall consist of a President, Secretary and Treasurer, and any additional Officers as provided for in the Bylaws. 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 times and in such manner as may be prescribed by the Bylaws. authorize initially elected at the first annual meeting of the members. The officers shall be elected and hold office pursuant to the by-laws of the church (corporation). Until such election is held, the following persons shall serve as corporate officers:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President:	Dr. Frank L. Fuller	112 Southlake Court, Niceville, Florida 32578
Secretary:	Dr. Diane Kelley	461 W. School Avenue, Crestview, Florida 32536
Treasurer:	Elizabeth Erhardt	1696 Creststone Cove, Niceville, Florida 32578

ARTICLE TEN. NONSTOCK BASIS

This 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 ELEVEN. BY-LAWS.

The by-laws of the corporation shall be accepted by the members and thereafter the by-laws shall be amended by following the procedure set forth in the by-laws.

ARTICLE TWELVE. AMENDING ARTICLES OF INCORPORATION.

The article of incorporation of this corporation shall be amended or changed by a majority of the members who are in attendance at a regular or special meeting called for that purpose, provided due notice of such proposed change shall have been provided by posting notice at the corporate address and notice give by mail at least three weeks preceding the time of such meeting. However, Article Four shall not be subject to amendment or change.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these articles of incorporation on October 12, 1999.

Dr. Frank Fuller
Dr. Diane Kelley
W. Howard LaPorte

**STATE OF FLORIDA
COUNTY OF OKALOOSA**

I CERTIFY that on this date before me, Debra C. Eisenburg, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Dr. Frank Fuller, Dr. Diane Kelley & W. Howard LaPorte who proved to my satisfaction that they are the persons described in by producing ID consisting of Florida Driver's Licenses or who are personally known to me and who executed the foregoing instrument as incorporators, **THE OKALOOSA-WALTON YOUTH PHILHARMONIC SYMPHONY ORCHESTRA, INC.**, a corporation organized under the laws of Florida. They acknowledged before me that they executed the foregoing instrument as such incorporators.

Executed and sealed by me at Crestview, Florida on October 12, 1999.

Debra C. Eisenburg

NOTARY PUBLIC
MY COMMISSION EXPIRES:

Prepared by: **W. HOWARD LAPORTE**
ATTORNEY AT LAW
502 S. Ferdon Blvd.
Crestview, Florida 32536
Telephone: (850) 682-6224

NOTARY PUBLIC - STATE OF FLORIDA
DEBRA C. EISENBURG
COMMISSION # CC652660
EXPIRES 6/3/2001
BONDED THRU ASA 1-888-NOTARY1