

NO0000004946

July 20, 2000

Secretary of State
Corporate Division
P O box 6327
Tallahassee, Florida 32314

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-07/26/00--01103--001
*****87.50 *****87.50

Ref: FIVE STAR YOUTH OF AMERICA, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of 87.50.

Sincerely,

Jacqueline W. Tucker
Jacqueline W. Tucker

FILED
00 JUL 26 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 28 2000

ARTICLES OF INCORPORATION
OF
FIVE STAR YOUTH OF AMERICA, INC.

FILED
00 JUL 26 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles Of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

FIVE STAR YOUTH OF AMERICA, INC.

ARTICLE II NATURE OF BUSINESS

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida corporations not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- a) For the advancement of education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b) To operate as a school and youth camp teaching sports and recreational activities, which include instructional activities such as: football, baseball, fishing, cheerleading, rodeo, scouts, baton twirling, marching, flags, dancing poise and execution, trick roping, free-style, etc.
- c) To operate exclusively in any manner for such educational purpose as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal revenue code, including private foundations and private operating foundation.

ARTICLE V

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 trustees. The number of Trustees of the corporation shall be three (3), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held 8:00 P.M. on October 1st of each year at 4816 N County Road 661, Arcadia, Florida, or at such other place or places as the Board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and by Bylaws of the corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and address of such initial members of the Board of Trustees are as follows:

NAME	ADDRESS
Jacqueline W. Tucker	4816 N County Road 661 Arcadia, Florida 34266
Kenneth W. Stone	3943 N.W. North Road Arcadio, Florida 34266
Patricia W. Anthony	223 N. 28th Avenue Hollywood, Florida 33021

The term "Trustee" is synonymous with the term "Director" throughout these Articles of Incorporation.

(b) Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize be elected at the first annual meeting of the Board of trustees. Until such election is held, the following persons shall serve as corporate officers:

NAME	ADDRESS
Jacqueline W. Tucker - President	4816 N. county Road 661 Arcadia, Florida 34266
Kenneth W. Stone - Vice President	3943 N. W. North Road Arcadia, Florida 34266
Patricia Anthony - Secretary	223 N. 28th Avenue Hollywood, Florida 33021

ARTICLE SIX

Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall insure to the benefit of, or be distributable 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 Four 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 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 (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal revenue code of 154 (or the corresponding provision of any future United States Internal Revenue law.)

(d) Notwithstanding any other provision of these articles. this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE SEVEN

Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT

Membership

- (a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to vote.
- (b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.
- (c) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees.

ARTICLE NINE

Subscribers

The names and residence addresses of the Subscribers of this Corporation are as follows:

NAME	ADDRESS
Jacqueline W. Tucker	4816 N. county Road 661 Aracada, Florida 34266
Kenneth W. Stone	3943 N.W. North Road Aracada, Florida 34266
Patricia Anthony	223 n. 28th Avenue Hollywood, Florida 33021

ARTICLE TEN

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations not for

Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of trustees, or by following the procedure set forth therefor in the Bylaws.

ARTICLE ELEVEN

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE TWELVE

Registered Agent and Office

The address of the corporation's registered office shall be 4816 N County Road #661, Arcada, Fl 34266. and the name of its registered agent shall be Jacqueline W. Tucker.

ARTICLE THIRTEEN

Amendment of Articles

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation for the purpose of forming this nonprofit corporation under the laws of the State of florida, have executed these Articles of Incorporation, this 20th day of July 2000.

Jacqueline W. Tucker Subscriber
Kenneth W. Stone Subscriber
Patricia W. Anthony Subscriber

STATE OF FLORIDA;

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Jacqueline W. Tucker, Kenneth W. Stone, Patricia W. Anthony, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of July 2000

Barbara D. Stewart
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

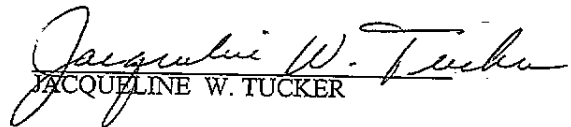
3-10-2002



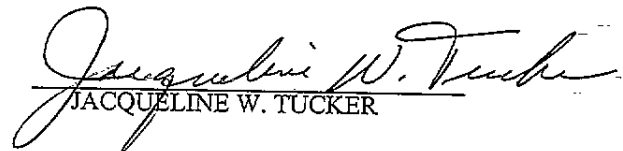
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IS SUBMITTED: IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING

FIRST, THAT FIVE STAR YOUTH OF AMERICA, INC. , (a not for profit organization),
desiring to organize or qualify under the laws of the State of Florida, with principal place of operation of this
organization being in the City of Arcadia, County of DeSoto, State of florida, as its agent to accept service of
process within Florida.


JACQUELINE W. TUCKER

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.


JACQUELINE W. TUCKER

DATED: JULY 20, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA