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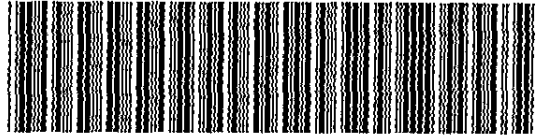
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Law Office
of
CHARLES R. GEORGE, III, P.A.

P.O. Box 2509
Orlando, FL 32802
(407) 425-5500 FAX: (407) 423-0554

August 1, 2003

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Post Office Box 6327
Tallahassee, FL 32314

RE: Orlando Metro Gymnastics - Waterford Lakes, Inc.

Gentlemen:

Enclosed herewith please find original Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served for filing of a new corporation. Also enclosed herewith is our client's check in the amount of \$78.75 representing the filing fee and a certified copy of the Articles once they have been filed.

Should you have any questions or require anything further, please advise. Thank you for your assistance.

Very truly yours,

Handwritten signature of Charles R. George, III in cursive script.

Charles R. George, III

CRG/ldc
Enclosures

**ARTICLES OF INCORPORATION
OF
ORLANDO METRO GYMNASTICS - WATERFORD LAKES, INC.**

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract and does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be ORLANDO METRO GYMNASTICS - WATERFORD LAKES, INC.

**ARTICLE II
TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of running a gymnasium with gymnastics, cheerleading and other gymnast related activities.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of such services.

C. To do anything necessary and proper for the accomplishment or furtherance of any other purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

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ARTICLE IX
SHAREHOLDERS

No shareholders of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X
BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI
ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however the capital of this corporation shall not be impaired thereby.

ARTICLE VI
BOARD OF DIRECTORS

- A. The initial number of directors of this corporation shall be one (1).
- B. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII
INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Jeffrey L. Wood	1781 Pocahontas Path Maitland, FL 32751	Director, President, Secretary & Treasurer

ARTICLE VIII
SUBSCRIBER TO ARTICLES

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Jeffrey L. Wood	1781 Pocahontas Path Maitland, FL 32751

D. It is intended that this corporation shall have any and all powers that may be provided, authorized, or permitted by law, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by the applicable law of the State of Florida.

ARTICLE IV
CAPITAL STOCK

A. The total number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

4658 L.B. McLeod Road
Orlando, FL 32811

The name of the initial registered agent of this corporation at that address shall be:

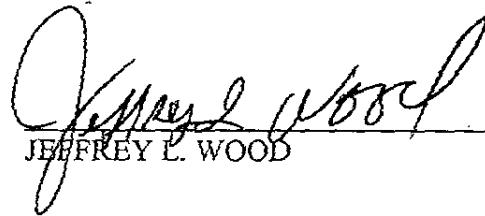
JEFFREY L. WOOD

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

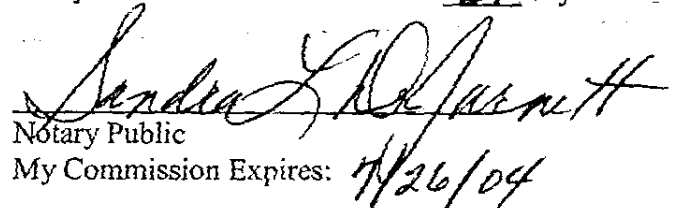
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of July, 2003.

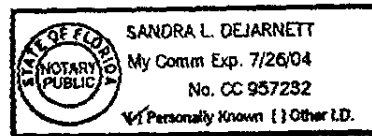

JEFFREY L. WOOD

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personal appeared JEFFREY L. WOOD, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of July, 2003.


Notary Public
My Commission Expires: 7/26/04



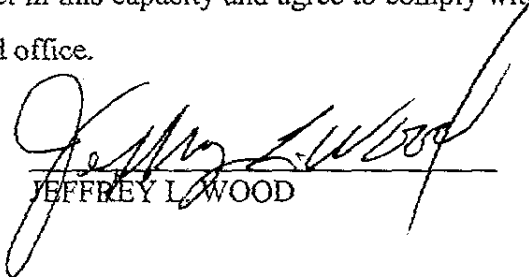
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that ORLANDO METRO GYMNASTICS - WATERFORD LAKES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the County of Orange, State of Florida, has named Jeffrey L. Wood located at 4658 L.B. McLeod Road, Orlando, Orange County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


JEFFREY L. WOOD

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