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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

MIAMI ELITE ALLSTARS, INC.

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B. McKnight

JUL 12 2000

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ARTICLES OF INCORPORATION
OF
MIAMI ELITE ALLSTARS, INC.
a Florida not-for-profit corporation

EFFECTIVE DATE
7-10-00

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ARTICLE ONE - NAME

The complete legal name of the Corporation is MIAMI ELITE ALLSTARS, INC.,
a not-for-profit corporation.

ARTICLE TWO - DURATION

The term of existence of the Corporation is perpetual. The corporate existence
will commence on July 10, 2000

ARTICLE THREE - PURPOSE

The purpose for which the corporation is organized is:

1. To establish a not-for-profit entity under which members, supporters and trainers of an athletic competition cheerleading squads known as the Miami Elite Allstars will be organized, managed and supported.
2. To organize activities, events and other strategies necessary to raise funds for the purposes of training cheerleaders for competition and covering or defraying the cost and expense of participating in local, regional and/or national cheerleading competitions.
3. To promote, solicit and encourage participation in and give support to cheerleading as a sport.
4. To identify and obtain the professional assistance of coaches, trainers, assistants, choreographers, and other persons who provide specialized services for the benefit of the members of the Miami Elite Allstars cheerleading squads.
5. To search for and identify competitive events which can be entered by the Miami Elite Allstars cheerleading squads and assist the members with the competition registration, qualification and entrance process.
6. The corporation is irrevocably dedicated to and shall operate exclusively for not-for-profit purposes. No part of the income or assets of the corporation shall be distributed to nor inure to the benefit of any individual, except that the corporation may hire and pay one or more employees to assist its members in achieving the purposes of the corporation. Reimbursements of expenditures or the payment of reasonable compensations for services rendered shall not be deemed to be a distribution of income or principal.
7. The corporation shall have all powers, responsibilities and limitations conferred upon not-for-profit corporations by the laws of the State of Florida. The corporation shall comply with all requirements and limitations of the Internal Revenue Code and Regulations of the United States of America required for it to retain tax exempt status.

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and may exercise only such powers as are in furtherance of the tax exempt purposes of the corporation.

8. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the power to:

a. Solicit, accept, acquire, receive and hold by bequest, devise, gift, grant, purchase exchange, lease, transfer, or otherwise, any property, whether real, personal or both, of whatever nature or description and wherever situated; and

b. Sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, whether real, personal or both, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

c. To borrow money as authorized by its Board of Directors, and to accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any other purpose of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by any other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

d. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

e. To maintain bank accounts, certificates of deposit or other accounts through which money is deposited, saved or transferred. Each bank account maintained by the corporation shall require the signatures of two or more officers or directors of the corporation.

f. To hire employees or independent contractors to provide services to the Corporation, such as secretaries, bookkeepers, or directors, to assist in the operation of the Corporation and the achievement of its purposes, or to raise funds or to improve, maintain or repair the property of the Corporation.

ARTICLE FOUR - DIRECTORS

There shall be four members of the initial Board of Directors. Thereafter, there shall be no less than two and no more than eight directors. The names and addresses of the initial Directors are as follows:

Alexander Fernandez	6095 NW 167 Street, D-6, Miami, Florida 33015
Nestor De La Pena	6095 NW 167 Street, D-6, Miami, Florida 33015
Carlos Norona	6095 NW 167 Street, D-6, Miami, Florida 33015
Carlos J. Velasquez	6095 NW 167 Street, D-6, Miami, Florida 33015

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**ARTICLE FIVE - PRINCIPAL MAILING AND
REGISTERED OFFICE ADDRESS AND AGENT**

The initial registered and principal office and mailing address of the Corporation shall be at: 6175 NW 153 Street, Suite 312, Miami Lakes, Florida 33014. The initial registered agent of the Corporation at that address shall be Ameli Padron-Fragetta.

ARTICLE SIX - MEMBERS

The Corporation shall have Members. Members of the Corporation will be required to meet the following qualifications:

- a. Members must be active participants, instructors, directors, or boosters of a Miami Elite Allstars Cheerleading Squad.
- b. Members must participate, in some manner, in the activities of the Corporation or must participate in supporting the Corporation through service or financial support to it.
- c. Any other person may be a member upon approval of said membership by a vote of the majority of the board of directors.

ARTICLE SEVEN - INCORPORATOR

The name and residence address of the subscriber of these Articles of Incorporation is:

Ameli Padron-Fragetta - 6175 NW 153 Street, Suite 312
Miami Lakes, Florida 33014

ARTICLE EIGHT - CONDUCT OF CORPORATE AFFAIRS

The conduct of the affairs of the Corporation will be limited in the following manner:

I. DIRECTORS:

- a. The Board of Directors will act as the highest authority of the Corporation. It will be responsible for determining whether a prospective member meets the criteria for membership, and whether a member's membership should be revoked for failure to meet the commitments of the Corporation or other requirements for membership.
- b. The Board of Directors shall conduct meetings of the membership as may be necessary to maintain the membership informed and involved in the activities of the Corporation, to fill vacancies in the Board of Directors, to elect or appoint leaders, to organize events and to provide support to the cheerleading squads of the Corporation.
- c. At the initial meeting of the Board of Directors and once every year thereafter, the Board of Directors shall elect Officers. The Board of Directors shall meet no less than one time per month unless a majority of the Board of Directors votes that

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they should meet more or less frequently.

II. OFFICERS:

The corporation shall have a President, no less than one and no more than two Vice Presidents, a Secretary, and a Treasurer. Said officers shall be elected annually by a majority vote of the Board of Directors.

a. The President shall be a member of the Board of Directors and shall preside over all the meetings of the Corporation and shall supervise the leaders, members and other board members.

b. The Vice Presidents shall share in the responsibilities and obligations of the Corporation as needed and shall support and assist the President in the performance of the functions of that office. In the absence of the President, the Vice Presidents shall serve the Corporation in the President's stead.

c. The Secretary shall be responsible for keeping corporate minutes, records, and carrying out other traditional responsibilities of a corporate secretary.

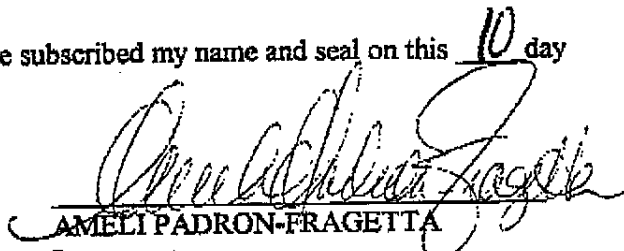
d. The Treasurer shall be responsible for receiving and recording funds received by and for the Corporation or any of its beneficiaries, maintaining bank accounts and other financial records and accounts of the Corporation, making payments for and on behalf of the Corporation from its funds and accounts, bookkeeping and accounting within the scope of his or her knowledge and ability, and assisting corporate bookkeepers or accountants in making and keeping accurate records of the Corporation's accounts and finances and reporting the financial status of the Corporation to the Board of Directors.

e. A director or officer of the Corporation must be a registered member of the Corporation.

f. All officers and directors may serve an unlimited number of one year terms.

g. Officers and Directors may be removed from office by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, I have subscribed my name and seal on this 10 day of July, 2000.

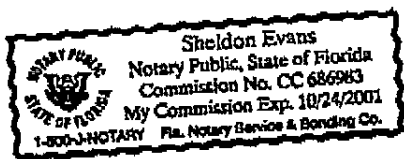

AMELI PADRON-FRAGETTA
Incorporator

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State of Florida }
 } ss:
 County of Miami-Dade }

The foregoing Articles of Incorporation of Miami Elite Allstars, Inc., were acknowledged before me this 10 day of July, 2000, by a person known personally by me to be Ameli Padron-Fragetta, as incorporator.



Sheldon Evans
 NOTARY PUBLIC, State of Florida

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Miami Elite Allstars, Inc., at the place designated in the Articles of Incorporation, Ameli Padron-Fragetta agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: July 10, 2000

Ameli Padron-Fragetta
 AMELI PADRON-FRAGETTA

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