

Law Offices

HOLLAND & KNIGHT LLP

1499 South Harbor City Boulevard, Suite 201
Melbourne, Florida 32901

321-951-1776
FAX 321-951-1849
www.hklaw.com

NO0000005452

August 9, 2000

Atlanta	Northern Virginia
Boston	Orlando
Bradenton	Providence
Chicago	San Francisco
Fort Lauderdale	St. Petersburg
Jacksonville	Tallahassee
Lakeland	Tampa
Melbourne	Washington, D.C.
Mexico City	West Palm Beach
Miami	Representative Offices:
New York	Buenos Aires
	Tel Aviv

CLIFTON A. MCCLELLAND, JR.
321-951-1776
Internet Address:
cmcclell@hklaw.com

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

200003353502--0
-08/11/00--01045--007
*****78.75 *****78.75

Re: The Barn Dancers Youth Club, Inc.

Dear Sir:

Enclosed for filing, please find an original and one copy of Articles of Incorporation for the above-named Not for Profit corporation. A check in the amount of \$78.75 covering the filing fee is also enclosed.

Kindly return a certified copy to us in the enclosed prepared envelope.

Respectfully,

Clifton A. McClelland, Jr.

Clifton A. McClelland, Jr.

CAM/tah
Enclosures

FILED
00 AUG 11 AM 10:55
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

MEL1 #447067 v1

Clifton McClelland GAVE
AUTHORIZATION BY PHONE TO
CORRECT *File Date*
DATE *8/12/00*
OC. EXAM *Doris Brown*

D. BROWN AUG 2 1 2000

**ARTICLES OF INCORPORATION
OF
THE BARN DANCERS YOUTH CLUB, INC.**

FILED
00 AUG 11 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is: **THE BARN DANCERS YOUTH CLUB, INC.**

ARTICLE II

ADDRESS

The address of the principal office and the mailing address of the corporation is: 3820 Minton Road, Melbourne, Florida 32904.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 3820 Minton Road, Melbourne, Florida 32904. The name of its initial registered agent at that address is: Otis P. Lutz.

ARTICLE IV

NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE V
NOT FOR PROFIT

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA §501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA §501(c)(3).

ARTICLE VI
DURATION

The duration (term) of the corporation is perpetual.

ARTICLE VII
PURPOSES

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to activities for youth square dancing, line dancing and round dancing; including promoting the cultural, educational, historic and health advantages of youth square dancing, line dancing and round dancing.

ARTICLE VIII

POWERS

Solely for the above purposes, the corporation shall have the following powers:

- A. To conduct classes for educational and cultural purposes; to coordinate and sponsor events; to raise funds; to train students and instructors; and promote the cultural and physical advantages of square dancing, line dancing and round dancing.
- B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE IX

LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these Articles.

ARTICLE X

TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA §501(a) as an organization described in 26 USCA §501(c)(3) and which is other than a private foundation as defined in 26 USCA §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code

of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI

DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA §170(c)(1) or 26 USCA §170(c)(2)(B) and is described in 26 USCA §509(a)(1), (2) or (3).

ARTICLE XII

BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals, or such additional number as established in the By-Laws. The initial directors are elected by the incorporators. After that, each director shall be elected by majority

vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE XIII

OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE XIV

INCORPORATORS

The name and street address of each incorporator is as follows:

Otis P. Lutz
3820 Minton Road
Melbourne, Florida 32904

Linda Lutz
3820 Minton Road
Melbourne, Florida 32904

Beth Young
2401 Dairy Road
Melbourne, FL 32904

ARTICLE XV

BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XVI

AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE XVII

INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.


ARTICLE XVIII

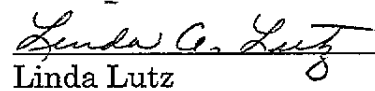
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is August 4, 2000.

In witness whereof, OTIS P. LUTZ and LINDA LUTZ have signed these Articles of Incorporation on the 4th day of August, 2000, and were joined by BETH YOUNG on the ____ day of August, 2000.

Incorporators:


Otis P. Lutz


Linda Lutz


Beth Young

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 4th day of August, 2000, by OTIS P. LUTZ who,

- is personally known to me;
- produced Florida Driver's License No. _____ as identification; or
- produced _____ as identification.


NOTARY PUBLIC

Name:

Commission No.:



Trudy A. Howard
MY COMMISSION # CC824526 EXPIRES
April 8, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 14th day of August, 2000, by LINDA LUTZ who,

is personally known to me;

produced Florida Driver's License No. _____ as identification; or

produced _____ as identification.

Trudy A. Howard

NOTARY PUBLIC

Name:

Commission No.:



Trudy A. Howard
 MY COMMISSION # CC824526 EXPIRES
 April 8, 2003
 BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 9th day of August, 2000, by BETH YOUNG who,

is personally known to me;

produced Florida Driver's License No. Y520-545-41-838-0 as identification; or

produced _____ as identification.

Trudy A. Howard

NOTARY PUBLIC

Name:

Commission No.:



Trudy A. Howard
 MY COMMISSION # CC824526 EXPIRES
 April 8, 2003
 BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT**

FILED
00 AUG 11 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of FS §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of the corporation:

THE BARN DANCERS YOUTH CLUB, INC.

2. Name and address of the registered agent and office:

Otis P. Lutz
3820 Minton Road
Melbourne, Florida 32904

I, the undersigned person, having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: August 4, 2000.



Otis P. Lutz, Registered Agent