

N 00000007486

SECRETARY OF STATE  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32381

700003452907--6  
-11/06/00-01067-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: INCORPORATION OF:

Gentlemen:

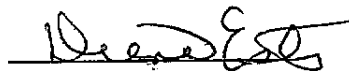
Enclosed is the original and one (1) copy of the Certificate of Incorporation of the above corporation.

We have also enclosed our check drawn to your order in the amount of \$78.75 covering the following items:

Filing Fees.....	\$35.00
Certified Copy Fee .....	8.75
Registered Agent Fee.....	<u>35.00</u>
	\$78.75

Please certify and return the duplicate copy of the Certificate of Incorporation in accordance with your usual procedure.

Sincerely,



Enclosure

FILED  
00 NOV -6 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

11-9  
11-9

FILED  
00 NOV -6 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

***TROUBADOURS, INC.***

**ARTICLE I**

**CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the Corporation shall be:

*TROUBADOURS, INC.*  
The principal office of this Corporation is:

*675 NE 93 ST*  
*MIAMI SHORES, FL 33138*  
The mailing address of this Corporation is:

*675 NE 93 ST*  
*MIAMI SHORES, FL 33138*  
**ARTICLE II**

**CORPORATE NATURE**

This is a non-profit corporation organized solely for \_\_\_\_\_ purposes pursuant to the Florida Corporations *Not for Profit Law* set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**CORPORATE EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE IV**

**CORPORATE PURPOSES**

The Corporation shall be a non-profit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for any of the purposes specified in Section 501(c)(3).

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under sections 170, 2055 or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the new earnings of the Corporation shall inure to the benefit of any officer, director, member or any other person. No substantial part of the activities of the Corporation shall be dedicated or attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign for or on behalf of any candidate for public office.

During any period that the Corporation is a private foundation, as defined by section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942(a); (2) not engaged or be involved in any act of self-dealing, as defined in section 4941(d), so as to give rise to any liability for the tax imposed by section 4941(a); (3) not retain any excess business holdings as defined in section 4943(c), so as to give rise to any liability for the tax imposed by section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944(a); and (5) not make any taxable expenditures, as defined in section 4945(d); so as to give rise to any liability imposed by section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter in these Articles of Incorporation, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

## **ARTICLE V**

### **CORPORATE POWERS**

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article IV.

## **ARTICLE VI**

### **CAPITAL STOCK**

The Corporation shall not have capital stock.

## ARTICLE VII

### MEMBERS

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership and may limit voting rights to one or more of such classes.

## ARTICLE VIII

### BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by, or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws, but shall consist of not fewer than three. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation, set forth below, shall hold office until the first annual meeting of members and until their successors have been elected and qualified, or until their earlier resignation, removal from office, inability to act, or death:

#### DIRECTOR

#### ADDRESS

Teresa Branch	President
Linda Chitwood	V. Pres.
JOHN HAMLET	- V. Pres.
Teresa Tamayo	- Secretary
DIANA ESTES	- Treasurer

**ARTICLE IX**  
**AMENDMENTS**

These Articles of Incorporation may be amended by majority of the voting members of the Corporation in accordance with the procedures provided by Chapter 617, Florida Statutes. Such action may be taken by the voting members present at any regular or special meeting, provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members without a meeting, if a consent in writing, signed by the voting members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

**ARTICLE X**  
**DISSOLUTION**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under section 501(c)(3) of the Internal Revenue Code, and to which a contribution shall be permitted as a deduction under section 170, 2055, or 2522 of the Internal Revenue Code as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director or member of the Corporation, or any other person or organization not described in the preceding sentence.

**ARTICLE XI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Registered Office of the Corporation is:

675 NE 93 ST  
MIAMI SHORES, FL 33138

The name of the Registered Agent at such address is:

DIANA ESTES

ARTICLE XII

INCORPORATOR(S)

The name and address of the incorporator(s) is/are:

DIANA ESTES  
675 NE 93 ST  
MIAMI SHORES, FL 33138

Teresa Branch  
1771 NE 138 ST  
N. MIAMI, FL 33181

LINDA Chitwood  
1002 NE 204<sup>th</sup> Lane  
Miami, Fla  
33179

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of \_\_\_\_\_  
CML Booster Troop this 27 day of OCTOBER, 1999-2000

Diana Estes  
Incorporator

Teresa Branch  
Incorporator

Linda Chitwood  
Incorporator

## ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as Registered Agent of \_\_\_\_\_, a Florida not for profit corporation, and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act and the Florida Not for Profit Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.



\_\_\_\_\_  
Registered Agent

FILED  
00 NOV -6 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA