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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 12, 2001

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
The Capitol
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: Taylor Elite, Inc.
A Florida nonprofit corporation

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of the above nonprofit corporation for filing. Also enclosed is my client's check (#0505) in the amount of \$78.75 for filing fees. Please return the Articles to me at Post Office Box 167, Perry, Florida 32348-0167 after filing.

If you need any further information, please do not hesitate to contact me. Thank you very much for your consideration in this matter.

Respectfully,


Kathleen McCarthy Bishop, Esq.

Enclosures

cc: Babette Barton

PS 11/19/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation

Of

Taylor Elite, Inc.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is TAYLOR ELITE, INC.

ARTICLE II

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. 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 Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III

DURATION

The duration of the Corporation is perpetual. In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and

acknowledgement of these Articles of Incorporation, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after that date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE IV PURPOSES

The Corporation is organized and shall be operated exclusively for the following purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code:

1. To foster, promote and engage in athletic competitive cheerleading.
2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, 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 such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
3. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
4. This Corporation is not organized for any purpose contrary to Section 501(c)(3), Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, 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 4 (Purposes) hereof. 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Board of Directors and shall have the rights and privileges of members of the Corporation. The

Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

1. Shona Whiddon, 210 Forest Circle, Perry, FL 32347;
2. Babette Barton, 263 Springhill Road, Perry, Florida 32347.
3. Kaye Mock, 1701 Abner Lane, Perry, Florida 32347.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 673 Plantation Road, Perry, Florida 32347 and the name of its initial Registered Agent at that address is **SHONA WHIDDON**, 210 Forest Circle, Perry, Florida 32347. The mailing address of the Corporation is 210 Forest Circle, Perry, Florida 32347.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner in which the directors are to be elected or appointed shall be specified in the bylaws.

The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

1. Shona Whiddon, 210 Forest Circle, Perry, FL 32347;
2. Babette Barton, 263 Springhill Road, Perry, Florida 32347.
3. Kaye Mock, 1701 Abner Lane, Perry, Florida 32347.

ARTICLE IX

OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary/Treasurer and such other Officers and Assistant Officers as may be provided by the Bylaws. Each Officer shall be elected by the Members at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE X

INCORPORATORS

The name and address of each Incorporator is as follows:

1. Babette Barton, 263 Springhill Road, Perry, Florida 32347.

ARTICLE XI

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 recommendations from the Board of Directors with majority approval by all voting members.

ARTICLE XII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XV POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these

Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned Incorporators have signed these Articles of Incorporation of Taylor Elite on this 12th day of November, 2001.

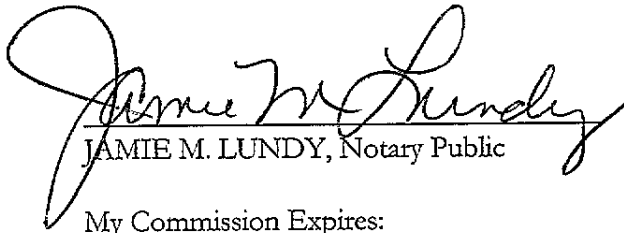

BABETTE BARTON, Incorporator

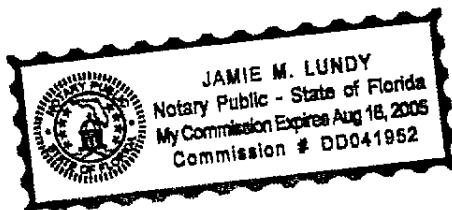
STATE OF FLORIDA)

COUNTY OF TAYLOR)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **BABETTE BARTON** to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same and who produced a Florida driver's license as identification (~~#B635-062-64-701-0~~.)

WITNESS my hand and official seal in the county and state last aforesaid this 12th day of November, 2001.


JAMIE M. LUNDY, Notary Public
My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of TAYLOR ELITE, INC., which is contained in the foregoing Articles of Incorporation and is familiar with and accepts the obligations of the position of Registered Agent pursuant to the laws of the State of Florida.

DATED this 12th day of November, 2001.

Shona Whiddon

SHONA WHIDDON

Registered Agent