

No 20000006112

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August 7, 2002

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****122.50 *****78.75

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for American Cheer & Dance Boosters, Inc.

Gentlemen:

Enclosed please find the following:

1. An original and one photocopy of the Articles of Incorporation of American Cheer & Dance Boosters, Inc.;
2. My trust account check in the amount of \$122.50 to cover the cost of the filing and certification fees.

Please file the Articles of Incorporation and return to me a certified copy of said Articles.
Thank you in advance for your prompt attention to this matter.

Sincerely,

Koko Head
Koko Head

KH/khb
Enclosures

FILED
2002 AUG -9 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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8/13/02

**ARTICLES OF INCORPORATION
OF
AMERICAN CHEER & DANCE BOOSTERS, INC.
A Florida Corporation Not For Profit**

FILED

2002 AUG -9 PM 1:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**I.
NAME**

The name of this corporation is AMERICAN CHEER & DANCE BOOSTERS, INC.

**II.
TERM OF EXISTENCE**

The term for which this corporation shall exist shall commence on the date of filing of these Articles and shall be perpetual, unless it shall be determined by four-fifths (4/5) of the membership that its purpose can best be carried out by another organization. In that event, the property of the corporation shall be distributed in accordance with Article XI.

**III.
PURPOSES**

The corporation is organized and operated to further the common good and general welfare of the participants in cheerleading and dance activities at American Cheer & Dance, Inc. located in Jacksonville, Florida, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws) by firmly implanting in the youth of said organization the ideals of good sportsmanship, honesty, loyalty, courage and reverence by providing organized and supervised competitive cheerleader and dance activities. The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Article III. Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue laws).

**IV.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office and the principal office of this corporation in the State of Florida is Koko Head, P.A., 9309 Old Kings Road S., Suite 4, Jacksonville, FL 32257 and the name of the initial registered agent of this corporation at that address is Koko Head, Esq. The Board of Directors may from time to time, change the registered agent or move the registered office to any other address in Florida.

V.
INITIAL BOARD OF DIRECTORS

This corporation shall have six (6) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below three (3) . The initial Directors shall be elected in accordance with the method set forth in the Corporation's Bylaws. The names and addresses of the initial Directors of this corporation are:

NAME	ADDRESS
Sandra Inman	1540 Oak Ridge Drive West Jacksonville, FL 32225
Wendy Talpalar	10743 Waverly Bluff Way Jacksonville, FL 32223
Kelli Anderson	79 Dolphin Blvd. Ponte Vedra Beach, FL 32082
Florence Woodall	424 Oak Pond Drive Jacksonville, FL 32259
Cecile Fung	12470 Hood Landing Road Jacksonville, FL 32258
Stephen L Newmans	5570 Ribbon Rose Court Jacksonville, FL 32258

VI.
INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME	ADDRESS
Koko Head	9303 Old Kings Road South, Suite 4 Jacksonville, FL 32257

VII.
MEMBERS

Membership shall consist of any adult family member or guardian of a cheerleader or dancer for American Cheer & Dance, Inc. who participates in cheerleading and dance activities and who is desirous of furthering the purposes of the corporation and who pays the current membership dues from time to time established by the corporation. The annual membership fee shall be a minimum of one Dollar (\$1.00). The members holding ten percent (10%) of the votes which may be cast at any meeting will constitute a quorum at such meeting.

VIII. OFFICERS

The officers of the corporation shall be elected by the Board of Directors annually and in the manner provided in the Bylaws; and each officer shall hold his respective office for one (1) year or until his or her successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors. Any person may hold two (2) or more offices, except that the President shall not serve either as Secretary or Assistant Secretary of this corporation.

IX. BYLAWS

The Board of Directors, by a two-thirds (2/3) vote, may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles.

X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, provided that an amendment to these Articles must be approved and adopted by the affirmative vote of at least three-fourths (3/4) of the Board of Directors of the corporation.

XI. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of termination or dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation exclusively for the furtherance of the common good and general welfare of the residents of the family members or guardians of any cheerleader or dancer for American Cheer & Dance, Inc. who participate in cheerleading and dance activities to organizations that are then exempt from taxation under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws) or to the local, state or federal government exclusively for public purposes.

XII.
INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may subject itself shall not exceed \$5,000.00.

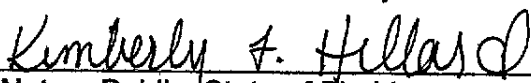
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, have hereunto set his hand this 2nd day of August, 2002.


Koko Head, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME personally appeared Koko Head, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of AMERICAN CHEER & DANCE BOOSTERS, INC., and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 2nd day of August, 2002.


Notary Public, State of Florida
at Large
My commission expires:
My commission no.:



Kimberly F. Hillard
MY COMMISSION # CC957762 EXPIRES
August 22, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

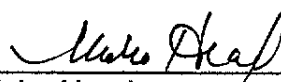
**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
AMERICAN CHEER & DANCE BOOSTERS, INC.**

2002 AUG -9 PM 1:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon American Cheer & Dance Boosters, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 9309 Old Kings Road S., Suite 4, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 7th day of August, 2002.



Koko Head
Registered Agent