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From:

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FLORIDA NON-PROFIT CORPORATION

STUDIO 5D GUILD, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

2002 OCT -3 AM 7:49

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2002 OCT -3 AM 7:49

**ARTICLES OF INCORPORATION  
STUDIO 5D GUILD, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In Compliance with Chapter 617, F.S., (Not for Profit)

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I - NAME**

The name of the corporation shall be: STUDIO 5D GUILD, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

3590 North Highway 17-92  
Suites 105-107  
Lake Mary, Florida 32746

**ARTICLE III - PURPOSE**

The specific purpose for which the corporation is organized is the creation, operation and maintenance of dance competition teams for children and young adults emphasizing education and career in dance and dance related travel.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the purposes set forth in Article Three 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE IV - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is by majority vote of the members.

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ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

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The name and Florida street address of the initial registered agent are:

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Gaymarie Tomlinson  
305 Bush Hill Court  
Lake Mary, Florida 32746

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Gaymarie Tomlinson  
305 Bush Hill Court  
Lake Mary, Florida 32746

ARTICLE VII - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of September, 2002.

  
GAYMARIE TOMLINSON,

Incorporator

**ACCEPTANCE OF REGISTERED**

**AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.

  
GAYMARIE TOMLINSON  
Signature/Registered Agent

09-26-02

Date

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