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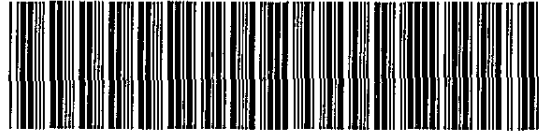
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10/23/02--01058--007 **61.25

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11/04/02--01032--005 **8.75

NO2-30821

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11-04-02



BEIR & FISCHER ACCOUNTING, INC.

A PROFESSIONAL ASSOCIATION OF ACCOUNTANTS

October 15, 2002

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

Re: INCORPORATION - Pharcyde Entertainment, Inc.

Dear Sir:

Enclosed please find one original and one copy of Articles of Incorporation and Certificate of Resident Agent for the above proposed non-profit corporation.

Also find enclosed our check in the amount of \$ 61.25 to cover the filing fee costs. Please mail the papers to this office. Your assistance is greatly appreciated.

Very truly yours,

Jim D. Fischer



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 25, 2002

BEIR & FISHER ACCOUNTING, INC.
ATTN: JIM FISCHER
10601-210 SAN JOSE BLVD
JACKSONVILLE, FL 32257

SUBJECT: PHARCYDE ENTERTAINMENT, INC.
Ref. Number: W02000030804

We have received your document for PHARCYDE ENTERTAINMENT, INC. and check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$8.75.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 002A00058953

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHARCYDE ENTERTAINMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida Not for Profit Corporation Act, by and under the provisions of the Statutes of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the corporation shall be PHARCYDE ENTERTAINMENT, INC.

ARTICLE II- OFFICE

The principal office of this corporation shall be situated at 8159-3 ARLINGTON EXPRESSWAY JACKSONVILLE FLORIDA 32211 and said corporation shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE III- REGISTERED AGENT

The street address of this corporation's initial registered office will be 8159-3 ARLINGTON EXPRESSWAY JACKSONVILLE FLORIDA 32211 and the name of its initial registered agent will be ISAIAH MEDERS at such address.

ARTICLE IV- NATURE OF BUSINESS

The purposes and powers of this corporation are to engage in and have unlimited power to do any and all lawful purposes, by all lawful powers, of a corporation not for profit pursuant to the laws of the United States and the laws of the State of Florida. The specific purpose of this institution is to promote the social etiquette and traditions of Ballroom and Latin dance to children and the community. Through partnerships with public and private school systems and staged performances to the community, this will create an awareness of this lifelong art form, promote physical exercise, coordination and music skills and incorporate teamwork and problem solving in an arts based environment. Notwithstanding any other provision herein, the purposes of this corporation are limited to such purposes as are permitted under section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII- OFFICERS

The following shall hold office named until their successors shall be regularly elected and shall be qualified:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------------------|--|
| ISAIAH MEDERS - PRES., SEC. | 8159-3 ARLINGTON EXPRESSWAY JACKSONVILLE FLORIDA 32211 |
| LESLIE PECK - VICE-PRES., TREAS. | 8159-3 ARLINGTON EXPRESSWAY JACKSONVILLE, FLORIDA 32211 |

ARTICLE IX - INCORPORATORS

The names and street addresses of each incorporator are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|--|
| ISAIAH MEDERS | 8159-3 ARLINGTON EXPRESSWAY JACKSONVILLE FLORIDA 32211 |
| LESLIE PECK | 8159-3 ARLINGTON EXPRESSWAY JACKSONVILLE, FLORIDA 32211 |

ARTICLE X - ORGANIZATION

Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

ARTICLE XI - ORGANIZATION ACTIVITIES

No part of the net earnings of the corporations/organizations shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf, or in opposition to any candidate for public office.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law. However, in the event of dissolution, remaining assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government, for public purpose.

ARTICLE VI - POSITIONS

The business of this corporation shall be conducted by a Board of Directors consisting of one or more persons.

The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as shall be appointed in accordance with the By-laws of this corporation.

ARTICLE VII - DIRECTORS

Directors. The manner in which the directors are elected is as follows: An organizational meeting is held in which the original incorporators elect a chairman and the board of directors all in accordance with the by-laws of the corporation.

The names and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

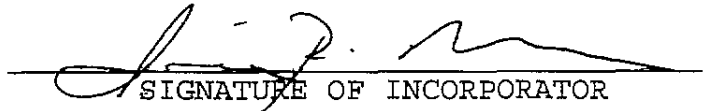
| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| Allison Boston | 500 Lunalilo Home Rd #22L Honolulu, HI 96825 |
| Kitty McCaffrey | 4751 Southern Pacific Drive Jacksonville, Florida 32257 |
| Alice Waring | 1301 S. First Street Jacksonville Beach, Florida 32250 |
| Sherry Garbarini | 2175 Cumberland Ct. Fernandina Beach, Florida 32034 |
| Marsha Riley | 2115 Alumina Ct. Fernandina Beach, Florida 32034 |
| Jim Fischer | 441 Tortoise Trace Jacksonville, Florida 32259 |

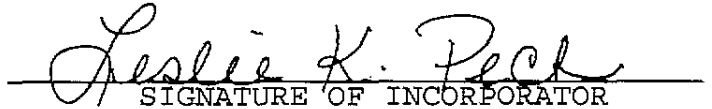
Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities nor permitted to be carried on (a) by corporation/organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE XII - DISSOLUTION

Upon the dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or 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.

The undersigned incorporator has executed these Articles of Incorporation this 7 day of OCTOBER, 2002.


SIGNATURE OF INCORPORATOR


SIGNATURE OF INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the corporation is: PHARCYDE ENTERTAINMENT, INC.

2. The name of the registered agent and office address is:

ISAIAH MEDERS
8159-3 ARLINGTON EXPRESSWAY
JACKSONVILLE, FLORIDA 32211

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: 

(REGISTERED AGENT)

DATE: 10/7/02