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Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

STEP IT UP!, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
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ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or 621, F.S. (Not for Profit)
OF
STEP IT UP!, INC.

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03 MAY -2 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a not for profit corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE I: NAME

The name of this not for profit corporation is **STEP IT UP!, INC.**, a not for profit corporation.

ARTICLE II: PRINCIPLE ADDRESS

The initial principal office of the Association shall be located at 7550 Stirling Road, Apt. # 301B, Davie, FL 33024, but meetings of the Executive Committee members may be held at such places within or without the State of Florida, as may be designated from time to time.

ARTICLE III: DURATION

This Organization shall have duration of perpetual existence. The date and time of the commencement and existence for Step It Up!, Inc. is when these Articles of Incorporation are received in the office of the Secretary of State.

ARTICLE IV: PURPOSE

This is a nonprofit corporation, organized solely for charitable, educational, civic and social purposes pursuant to the Florida Not for Profit Corporation Act as set forth in Section 617 of the Florida Statutes.

- A) To operate as an organization to educate, instruct guide and empower the members and the general public regarding artistic mastery in various genre such as but not limited to, dance, graphic design, fashion design, set and stage design, costume and make-up design, songwriting and music production.
- B) To operate as a referral, placement and internship program for it appointed members or its successors and assigns.

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- C) Operate as an organization of charity and to provide services and/or assistance for the public benefit, including but not limited to public broadcasting and publications for the purposes of religious outreach.
- D) Promoted and sell specialized goods and/or services associated with the artistic aspects of the organization.
- E) Any and all lawful activities within the scope for the artistic aspect of the organization.

ARTICLE V: DEFINITIONS

Section 1. "Board of Directors," hereinafter referred to as the "Board," herein, shall mean and refer to the current, elected officers, its successors and assigns of the organization responsible for the management and operations. The election shall be provided in the by-laws.

Section 2. "Executive Committee," herein, shall mean and refer to the current, elected officers and at-large members and appointed committee chairpersons of the organization, its successors and assigns determined by the Board.

Section 3. "Advisory Board," herein, shall mean and refer to the current, appointed officers and committee chairpersons of the organization and community partners, its successors and assigns. The election shall be provided in the by-laws.

Section 4. "General Members," herein, shall mean and refer to participants, interns, other than elected and appointed members of the organization, its successors and assigns.

ARTICLE VI: INITIAL DIRECTORS

There shall initially be (3) directors on the Board of Directors for this corporation. They are:

1. Nicole Smith, President, 7550 Stirling Road, Apt. # 301B, Davie, FL 33024.
2. Michael Hill, Vice President of Community Outreach, 410 West 7th Street, Apt#2025, Tulsa, OK 74119.

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3. Reinaldo Antonio Smith, Jr., Vice President of
Productions and Operations, 15115 Trumpet Vine Lane,
Cypress, TX 77429

ARTICLE VII: BOARD OF DIRECTORS

The Board shall meet annually and be elected by membership at each annual meeting of the members or otherwise as provide in the by-laws. The initial Board shall consist of (3) members, the directors shall determine at the initial meeting the number of directors needed to execute the purposes and goals of the organization.

The Board shall determine the frequency of the meeting at there initial meeting.

ARTICLE VIII: ADVISORY BOARD

There shall be an advisory board of (5) members. The Board shall elect the members to serve on this board. This Advisory Board shall provide guidance to the Board of the purposes of maintaining the goals of the organization.

The Advisory Board shall meet quarterly or semi-annually to serve the organization.

ARTICLE IX: ISSUANCE OF CAPITAL STOCK

This not for profit corproation shall have no authority to issue capital stock.

ARTICLE X: AMENDMENT OF ARTICLES

Amendments to these Articles may be proposed by a resolution adopted by the Board and presented to the General Members, as set forth in the Bylaws of this not for profit corporation.

ARTICLE XI: AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the organization, Bylaws of this not for profit corporation may be altered, rescinded, added to, or new Bylaws may be adopted according to the procedures as set forth in the Bylaws.

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ARTICLE VII: INITIAL REGISTERED AGENT

The initial registered agent shall be Nicole Smith, located at 1545 E. Oakland Park Boulevard, Fort Lauderdale, Florida 33334.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator is Nicole Smith located at 7550 Stirling Road, Apt. # 301B, Davie, FL 33024.

ARTICLE IX: AMENDMENT

This business entity reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X: TAX EXEMPTION 501(c) 3 Status

This not for profit is organized exclusively for any lawful purpose to retain nonprofit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, its municipalities, county governments, and the United States. The general purposes for which this not for profit is formed are to operate exclusively for charitable purposes which will qualify if as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any subsequent federal tax laws, including, for those purposes, the making of distribution to organizations which qualify as tax exempt organization under that Code.

No part of the revenues or assets of this not for profit organization shall inure to the benefit of, or be distributable to the Board of Directors, Executive Committee, General Members or any other person(s), except that the organization shall be authorized and empowered to pay reasonable compensation for expenses rendered to individuals or businesses and to make payments and distributions as set forth in the Bylaws.

Objectives and Purposes

The primary objectives and purposes of this Association shall include, but not be limited to, the following:

- a. To primarily operate as an artistic organization providing it members with a platform to develop and demonstrate artistic ability, skill and

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talent through exhibitions, competitions, recitals, concerts and other such activities.

- b. To promote fellowship among the community and the general public and the development of its' members.
- c. To encourage service-oriented activities.
- d. To engage in all other affairs in the interest in the areas of dance and other artistic genres.
- e. To operate exclusively in any other manner for such charitable, educational, civic and social purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1953, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- f. The Association shall further have unlimited power to engage in and do any lawful act not inconsistent with the Association's nonprofit tax exempt status.
- g. This corporation shall not, as substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene on behalf of any candidate for public office.

ARTICLE XI: OFFICERS

The officers elected at the annual meeting each year to serve for the ensuing year shall manage the legal affairs of the corporation. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE XII: MISCELLANEOUS

Section 1. Conflicts.

In the case of any conflict between these Articles and the Bylaws, the Articles shall control.

Section 2. Governing Law.

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These Articles shall be governed by and interpreted in accordance with the laws of the State of Florida.

Section 3. Headings.

The headings in these Articles are solely for convenience of reference and shall be given no effect in the construction or interpretation of these Articles.

ARTICLE XII: DISSOLUTION

Section 1:

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine.

Section 2:

Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for the such purpose or to such organization of organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, I, Nicole Smith, the undersigned for STEP IT UP!, INC., a Florida not for profit corporation, have executed these Articles of Incorporation in duplicate this 18th day of April, 2003, and say:

That I am the initial Incorporator of this Organization for the purpose of forming this nonprofit corporation under the laws of the State of Florida; that I have read the above and foregoing Articles of Incorporation, know the contents thereof and that the same is true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief as

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to those matters we believe to be true, therefore adopt the foregoing Articles of Incorporation.

Nicole R Smith
NICOLE SMITH

STATE OF FLORIDA
COUNTY OF BROWARD

Sworn to or affirmed and signed before me on this 18 day of
April by NICOLE SMITH.



Sheena Benjamin-Wise
My Commission DD144613
Expires August 25, 2006

Produced Identification

Type of identification produced FL Dr License 8530-636755990

Sheena Benjamin-Wise
Notary Public - STATE OF FLORIDA

FILED
03 MAY -2 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN Compliance with Section 48.091, Florida Statutes, the following is submitted:

First that STEP IT UP!, INC., desiring to organize or qualify under the laws of Florida, with it principal place of business in the City of Lauderdale in Broward County, State of Florida, has named Nicole Smith located at 1345 East Oakland Park Boulevard, Fort Lauderdale, Florida as its agent to accept service of process within Florida.

Nicole R Smith
Signature/Initial Registered Agent
Nicole Smith

4-18-03
Date

Having been named as registered agent to accept service of process for the above stated corporation, at the place designation in this certificate, I hereby certify, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Nicole R Smith
Signature/Incorporator
Nicole Smith

4-18-03
Date

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