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Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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**FLORIDA NON-PROFIT CORPORATION**

**RAMS ILLUSION DANCERS PARENT BOOSTER CLUB, INC.**

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# ARTICLES OF INCORPORATION

## RAMS ILLUSION DANCERS PARENT BOOSTER CLUB, INC.

In Compliance with Chapter 617, F.S., (Not for Profit), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not for profit corporation.

### ARTICLE I

The name of the corporation ("Corporation") is **RAMS ILLUSION DANCERS PARENT BOOSTER CLUB, INC.**

### ARTICLE II

The street address of the principal office of the Corporation is 8865 S.W. 16 Street, Miami, FL 33165.

### ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE IV

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 III hereof. No substantial part of the activities of the Corporation shall be 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.

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#### ARTICLE V

The initial Board of Directors shall consist of the individuals named in Article V. The Board shall be elected or appointed as described in the By Laws.

#### ARTICLE VI

The name(s), address (es) and title(s) of the initial directors and officers are:

1. Silvia Villagran  
10392 S.W. 1<sup>st</sup> Street  
Miami, FL 33174  
Director & Vice-President
2. Sara Kate Mas  
9635 S.W. 10<sup>th</sup> Terrace  
Miami, FL 33174  
Director & Treasurer
3. Gloria Gonzalez  
2735 S.W. 79th Court  
Miami, Florida  
Director & President

#### ARTICLE VII

The name and Florida street address of the registered agent is Sara Kate Mas, 8865 S.W. 16 Street, Miami, FL 33165.

#### ARTICLE VIII

The name and address of the Incorporator is Sara Kate Mas, 8865 S.W. 16 Street, Miami, FL 33165.

#### ARTICLE IX

This Corporation shall have perpetual existence.

#### ARTICLE X

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### ARTICLE XI

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

#### ARTICLE XII

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

#### ARTICLE XIII

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### ARTICLE XIV

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XVI

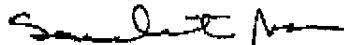
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceedings. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee, or agent of the Corporation, as the case may be as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan

or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representative of such persons.

#### ARTICLE XVII

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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 incorporator has executed these articles of incorporation this 11<sup>th</sup> day of September, 2003.



Name: Sara Kate Mas

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### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Rams Illusion Dancers Parent Booster Club Alliance, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Sara Kate Mas

Date: September 11, 2003

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