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FLORIDA NON-PROFIT CORPORATION

5-6-7-8 Dance, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

5-30-03
KCC



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 29, 2004

SUSAN HARTLEY
10763 PARK BLVD
SEMINOLE, FL 33772

SUBJECT: 5-6-7-8 DANCE, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P03000058979) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N04000000909 with the original file date of May 29, 2003.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Varnadore
Document Specialist Supervisor
New Filings Section

Letter number: 704A00006173

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ARTICLES OF INCORPORATION

OF

5-6-7-8 DANCE, INC.

We, the undersigned, with other persons being desirous of forming a corporation for educational purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this corporation is 5-6-7-8 Dance, Inc.

ARTICLE II - PURPOSES

This corporation is organized exclusively for the following purposes:

- (1) To provide dance education and instruction; and
- (2) To engage in any business activity lawful in the State of Florida which will further the above purpose.

ARTICLE III - POWERS

The corporation shall have full power to transact and perform such acts and things as shall be necessary or appropriate for the attainment of the purposes described in ARTICLE II above. Without limiting the generality of the foregoing language, the corporation shall have the power:

- (1) To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, real property and personal property of every kind, including security interests in real property (which term, for the purposes hereof, includes without limiting the generality thereof, first mortgages on real property and receipts, notes, certificates or other instruments representing any rights or interests therein or with respect thereto) created or issued by any person, firm, association, corporation or government or subdivision thereof;

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(2) To exercise all rights, powers, and privileges in respect to the above described property, including the power to hold, administer, sell, convey and dispose of, invest and reinvest such property and the income and proceeds thereof;

(3) To use, apply or disburse any of its property or the income or proceeds thereof, exclusively for or toward any one or more of the purposes as enumerated in ARTICLE II;

(4) To take any other lawful action necessary to the accomplishment of the purposes described in ARTICLE II.

ARTICLE IV - QUALIFICATION OF MEMBERS

The membership of this corporation shall be limited to citizens of the State of Florida and the United States who have a bonafide interest in the attainment of the purposes set forth in ARTICLE II above.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INCORPORATORS

The names and addresses of incorporators to these Articles are:

<u>Name</u>	<u>Address</u>
Susan W. Hartley	3386 Honeysuckle Rd. Belleair Bluffs, FL 33770

ARTICLE VII - OFFICERS

1. The officers of the corporation shall be a president, vice-president, secretary, and treasurer, and such other officers as may be provided in the By-Laws.

2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

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<u>Office</u>	<u>Name and Address</u>
President	Susan W. Hartley 3386 Honeysuckle Road Belleair Bluffs, FL 33770
Vice-President	Diane Beauregard 13971 - 80th Avenue N. Seminole, FL 33776
Secretary	Trish Green 9739 - 51st Avenue N. St. Petersburg, FL 33708
Treasurer	Christine Marshall 14919 113th Avenue N. Largo, Florida 33760

The officers shall be elected in the manner provided in the By-Laws.

ARTICLE VIII - BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws. The manner and election of the Board of Directors is stated in the By-Laws.

2. Members of the Board of Directors shall be elected from the membership of the corporation at the annual meeting or at any special meeting called for that purpose.

3. The names and addresses of the persons who are to serve as the directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>Name</u>	<u>Address</u>
Susan W. Hartley	3386 Honeysuckle Rd. Belleair Bluffs, FL 33770
Lane Napper	402 W. 15th St., Apt. 2-A New York, NY 10036

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Michael Boya

423 E. 81st St, Apt. 1RE
New York, NY 10028

ARTICLE IX - BY-LAWS

1. The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as may be deemed necessary.

2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of the Board of Directors, at any regular meeting or any special meeting called for that purpose.

ARTICLE X - AMENDMENTS

1. These Articles of Incorporation may be amended by a special meeting of the membership called for that purpose, by a majority vote by those present, unless a larger percentage shall be required by law.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit amendments.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The registered office and place of business of this corporation shall be at 10763 Park Boulevard, Seminole, Florida 33772, or such other place as the Board of Directors may designate. The initial registered agent at such address is Susan W. Hartley.

ARTICLE XII - MISCELLANEOUS

1. The corporation is not to have authority to issue capital stock.

2. The corporation shall not be conducted or operated for profit and no part of the net earnings of the corporation shall inure to the benefit of any member or individual nor shall any of such earnings nor any of the property or assets of the corporation be used other than for the purpose of the corporation set out in ARTICLE II hereof.

3. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise

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attempting to influence legislation; nor shall the corporation participate or intervene, by publishing or distributing of statements or otherwise, in any political campaign of any candidate for public office.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals, this 9 day of May, 2003, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Susan W. Hartley
SUSAN W. HARTLEY

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9 day of May, 2003, by SUSAN W. HARTLEY, who is personally known to me or has produced Fla D/L as identification.



Karen Green
MY COMMISSION # DD133145 EXPIRES
June 30, 2005
BONDED THROUGH TFC INSURANCE, INC.

Karen Green
(Signature of Notary)

(Name of Notary, printed or stamped)

Notary Public


(Serial Number, if any)

corp\5-6-7-8 dance articles

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.


Rex T. Hordira
Registered Agent

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