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FLORIDA NON-PROFIT CORPORATION

Legacy Dance Collaborative, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 20, 2004

SMITH HULSEY & BUSEY

SUBJECT: LEGACY DANCE COLLABORATIVE, INC.
REF: W04000014008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LEGACY DANCE COLLABORATIVE, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be Legacy Dance Collaborative, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be 3418 Riverside Avenue, Jacksonville, Florida 32205.

ARTICLE III - PURPOSES

The specific purposes for which this Corporation is organized are:

(a) To exist and operate solely for educational, religious and charitable purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate as an integrated auxiliary of St. Johns Presbyterian Church of Jacksonville, Florida (the "Church") within the meaning of Section 6033 of the Code and as an organization described in Section 509(a)(3) of the Code;

(c) To touch all generations with varied artistic dance expressions from the familiar to the cutting edge, with the knowledge that the choreography of our dancers springs from a desire to communicate God's message to the world.

(d) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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; and

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(e) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV - POWERS

This Corporation shall have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code and this Corporation shall not conduct or carry on any activities inconsistent with the purposes of St. Johns Presbyterian Church of Jacksonville, Florida (the "Church").

ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of this Corporation or the winding up its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed to the Church if the Church is then in existence and qualified as an exempt organization under Section 501(c)(3) of the Code. If the Church is not then in existence and so qualified, then the Board of Directors shall distribute the remaining assets to such other church or churches selected by the Board of Directors that are exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI - MEMBERS

The sole Member of this Corporation shall be St. Johns Presbyterian Church of Jacksonville, Florida. The Corporation shares common religious doctrines, principles, and practices with the sole Member.

ARTICLE VII - DIRECTORS AND THE MANNER OF THEIR ELECTION

The initial Board of Directors shall initially consist of six (6) members, which number may be increased or decreased from time to time by the Corporation. The Board of Trustees shall at all times have at least three (3) members. The initial members of the Board of Directors shall be elected by the Corporation, subject to approval by the Church, to serve until the first

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annual meeting of this Corporation. Subsequently, the method of election shall be as stated in the Bylaws of this Corporation. The sole Member shall have the authority to remove any member of the Board of Trustees and appoint a successor to the member of the Board of Trustees so removed after consulting with the other members of the Board of Trustees.

ARTICLE VII-RELATIONSHIP TO THE CHURCH

The Corporation is to be operated as an integrated auxiliary of the Church within the meaning of Section 6033 of the Code and as an organization described in Section 509(a)(3) of the Code. Accordingly:

- (a) The Corporation affirms that the Corporation and the Church share common religious doctrine, principles and disciplines;
- (b) The Corporation must report at least annually on its financial and general operations to the Church;
- (c) The Church must approve each person elected to serve as a member of the Board of Trustees before such person's term may commence; and
- (d) At least one member of the Board of Trustees shall be selected by the Church.

ARTICLE IX- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Geraldine Travis, 3418 Riverside Avenue, Jacksonville, Florida 32205.

ARTICLE X - AMENDMENTS

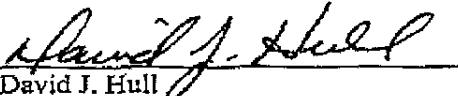
These Articles of Incorporation may be amended by the Board of Directors but such amendment shall not be effective until approved by the sole Member.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are David J. Hull, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of January, 2004.

By:


David J. Hull

Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, Legacy Dance/*Collaborative*, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Legacy Dance/*Collaborative*, Inc.
2. The name and address of the registered agent and office are Geraldine Travis, 3418 Riverside Avenue, Jacksonville, Florida 32205.

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.


Geraldine Travis

Date: January 23, 2004

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