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TO: Division of Corporations

FROM: C. Edwards

RE: Corporation 09/07/04

Hello:

Enclosed

please find a check
for (ex #342) \$7.50 for filing

fees for:

→ Cheer Maximum All Stars, Inc.

The mailing address for the

return of the Articles is

Christopher Edwards

P. O. Box 38196/

Miami, FL 33238-1961

Thank you

Articles of Incorporation
of
Cheer Maximum All-Stars, Inc.
A Not-for-Profit Florida Corporation

FILED
2004 SEP 10 AM 11:21
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

The undersigned, acting as Incorporators of a Not-For-Profit corporation under the Florida Statutes, Title XXXVI, Chapter 617, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **Cheer Maximum All-Stars, Inc.**

ARTICLE II - PLACE OF BUSINESS

The principal office of the corporation is located at 21025 N W 22nd Ave, Miami, Florida, 33056

ARTICLE III - REGISTERED AGENT

The name of the registered agent of the corporation is Misty Lewis-Farrington. The address of this registered agent is 21025 N W 22nd Ave, Miami, Florida, 33056.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws, but shall not be less than (3) three persons.

ARTICLE VI - CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To provide job training, fitness, wellness, educational and tutorial services
2. To develop and operate performing arts workshops, arts, drama and music education
3. To promote appreciation for the performing arts on the part of individuals, families, communities, organizations, business and other entities.
4. To promote wide interest and concern about future of the performing arts.
5. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, or otherwise attempting to influence legislation.

6. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

7. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

8. To provide music education & entertainment, life skill management & communication classes

ARTICLE VII - 501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes and no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII - INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE IX – DATE OF COMMENCEMENT

The date and time of the commencement of the corporation existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE X – BYLAWS

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time by the member/shareholders of the corporation.

ARTICLE XI

- A. 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 VI.

INITIAL BOARD OF DIRECTORS

| | |
|----------------------|--|
| President / CEO | Misty Lewis-Farrington 21025 N W 22 nd Ave # 231 Miami, Florida 33056 |
| Vice-President | Patrice Guice 3300 NW 173th Terr Miami, Florida 33056 |
| Secretary / Treasure | 3911 S W 52 nd Ave Miami, Florida 33023 |

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT/REGISTERED OFFICE

The following is submitted in compliance with the laws of the State of Florida.
Cheer Maximum All-Stars, Inc.,

a corporate organization under the laws of the state of Florida, with its principal office located at:

21025 nw 22nd ave, #231, Miami, FL. 33056

Has named Misty L. Farrington, Whose address is 21025 NW 22nd Ave #231
Miami, FL 33056, as its Agent in order to accept service of process within this State.

ACCEPTANCE:

Having been named as registered to accept services of process for the above stated corporation at the place designated in this certificate, familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Misty L. Farrington

State of Florida }
County of Dade } ss.

FILED
2004 SEP 10 AM 11:21

The foregoing instrument was acknowledge by me this 11 day of August, 2004 by: Misty Lewis-Farrington who is/are personally known by me or who has/have produced: Drivers License as identification and who did not take an oath.

Alicia F. Humphreys-Barnes (SEAL)
Notary Public
State of

My Commission Expires:
04/08/08



ARTICLE VII: Incorporator

The name and address of the incorporator:

Misty Lewis-Farrington
21025 nw 22nd ave apt 231
Miami, FL. 33056

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
_____ day of 11th day of August

Incorporator
Misty Lewis-Farrington

State Florida }

County of Dade }

The foregoing instrument was acknowledge by me this 11 day of August, 2004
by: Misty Lewis-Farrington who is / are personally known by me or who
has/have produced: Driver's License as identification and who did not
take an oath.

Alvin L. Howard-Branos (SEAL)
Notary Public
State of Florida

My Commission Expires:

04/08/08

