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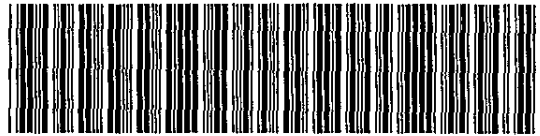
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CheerAuthority, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Blake Myers
Name (Printed or typed)

26 Industrial Loop East Suite 173
Address

Orange Park, Florida 32073-6202
City, State & Zip

(904) 264-6114
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
for
CheerAuthority, Inc.
A NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is a not for profit corporation organized pursuant to the Florida General Corporation Act (the "Act") and in compliance with Chapter 617, F.S..

**Article I:
CORPORATE NAME**

The name of the Corporation is:

CheerAuthority, Inc.

**Article II:
REGISTERED OFFICE**

The location where the principal office of the Corporation resides is:

26 Industrial Loop East
Suite 173
Orange Park, FL 32073

**Article III:
DEFINITIONS**

Section 1: "Corporation," herein, shall mean and refer to CheerAuthority, Inc., its successors and assigns.

Section 2: "Board of Directors," herein, shall mean and refer to the current, elected officers only of the Corporation, its successors and assigns.

Section 3: "Members," herein, shall mean and refer to all families enrolled at the Corporation, other than elected and appointed members of the Corporation.

**Article IV:
PURPOSE AND LIMITATIONS**

Section 1: Said corporation is organized exclusively for educational purposes, specifically as a qualified amateur sports organization. The corporation's primary focus is cheerleading activities for minors and young adults which are expressed in several forms, including, but not limited to the following:

- (1) Competition teams,
- (2) Tumbling classes,
- (3) Cheerleading camps / clinics,
- (4) and other various cheerleading training activities.

The sole purpose of these activities is for fostering national amateur sports competition and the development of amateur athletes for that competition.

Section 2: This corporation is not organized for profit and 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 IV, Section 1. No substantial part of the activities of the corporation shall be the 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**Article V:
CORPORATE DURATION**

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The term of existence of this Corporation is perpetual.

**Article VI:
DISSOLUTION**

Upon dissolution of this corporation, its assets shall be distributed solely 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 a public purpose. Any such assets not so disposed of shall be disposed of by a 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.

**Article VII:
BOARD OF DIRECTORS AND MEMBERS**

Section 1: The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Daniel K. Tippit	Director	1872 S. Manitoba Ct. Middleburg, FL 32068
Blake D. Myers	Director	622 Filmore St. Apt 140 D Orange Park, FL 32065
Rebecca S. Tippit	Director	1872 S. Manitoba Ct. Middleburg, FL 32068

Section 2: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors.

Section 3: The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors as stated in Article VII Section 2.

Section 4: The Board of Directors may elect CEO(s) by a majority vote. If a CEO is elected, their sole purpose is to execute the power of the corporation in its daily operations as a steward of the Board of Directors.

Section 5: Voting powers of Directors. All votes by Directors are cast with equal weight. CEO's do not levy any control over the Board of Directors unless the elected CEO is also an elected Board Member. In which case, the weight of the CEO's vote remains equal.

**Article VIII:
ELECTION OF DIRECTORS**

Section 1: In accordance with the By-laws, director's are elected by a majority vote by the Board of Directors.

Section 2: The Directors shall serve indefinite terms until they resign or are removed in accordance with the provisions of the By-laws.

**Article IX:
INDEMNIFICATION**

The Corporation shall and does hereby indemnify and hold harmless to the fullest extent of the law every Director and Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which they may be made a part by reason of their being or having been a Director or Officer of the Corporation, including reasonable counsel fees, except as to matters wherein they shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

**Article X:
BY-LAWS**

The original By-laws of the Corporation shall be adopted by a majority vote of the Directors. Thereafter, the By-laws of the Corporation may be amended, altered or rescinded at a regular or special meeting of the Directors by a majority of the votes then entitled to be cast at a meeting at which a majority of the Directors are present or represented. Any amendments to the By-laws shall be binding on all members of the Corporation.

**Article XI:
AMENDMENTS**

Section 1: Amendments to these Articles may be proposed by a resolution adopted by the Board of Directors as set forth in the By-laws of this Corporation.

Section 2: Subject to the limitations contained in the By-laws, 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 Corporation, By-laws of this Corporation may be altered, rescinded, added to, or new By-laws may be adopted according to the procedures as set forth in the By-laws.

**Article XII:
MISCELLANEOUS**

Section 1: Conflicts. In the case of any conflict between these Articles and the By-laws, the Articles shall control.

Section 2: Governing Law. 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 XIII:
REGISTERED AGENT**

The name and address of the registered agent of said Corporation is:

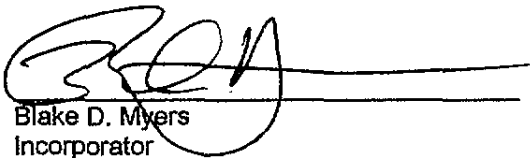
Daniel K. Tippit 1872 South Manitoba Ct.
Middleburg, FL 32068

**Article XIV:
INCORPORATOR**

The name and address of the person signing these articles is:

Blake D. Myers 622 Filmore St. Apt. 140 D
Orange Park, FL 32065

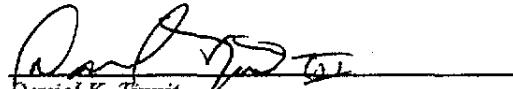
IN WITNESS WHEREOF the undersigned incorporator has executed these articles of incorporation.


Blake D. Myers
Incorporator

12/13/04
Date

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

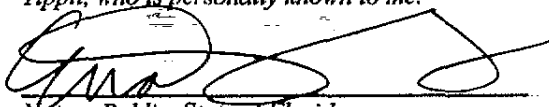
Having been named as registered agent and to accept service of process for the above corporation at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

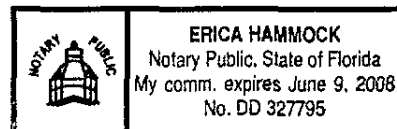

Daniel K. Tippit
Registered Agent

12/13/04
Date

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was sworn to and subscribed before me this 13 day of December, 2004, by Daniel K. Tippit, who is personally known to me.


Notary Public, State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA