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W04-45244

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H. BRYANT SIMS
Attorney-At-Law

P.O. Box 2153
Palm Beach, FL 33480-2153
(561) 588-7662
E-Mail: hbryantsims@yahoo.com

7301 S. Dixie Highway
West Palm Beach, FL 33405
Fax: (561) 588-7674

December 31, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Becky McKnight

Re: The Center for Dance Education, Inc.
Ref. Number: W04000045244

Dear Ms. McKnight:

Pursuant to your letter of December 10, 2004, referencing the above, please find enclosed new Articles of Incorporation.

Sincerely,

H. Bryant Sims

HBS:pmh

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 10, 2004

H BRYANT SIMS ESQ
PO BOX 2153
PALM BEACH, FL 33480-2153

SUBJECT: PALM BEACH BALLET CENTER, INC.
Ref. Number: W04000045244

We have received your document for PALM BEACH BALLET CENTER, INC. and your check(s) totaling \$76.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 604A00069148

ARTICLES OF INCORPORATION
OF
THE CENTER FOR DANCE EDUCATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

CORPORATE NAME AND ADDRESS

The name and address of the corporation shall be:

THE CENTER FOR DANCE EDUCATION, INC.
908 Park Avenue
Lake Park, Florida 33403

ARTICLE II

DURATION OF CORPORATION: EFFECTIVE DATE

The term of existence of the corporation is perpetual. The effective date of the corporation shall be the date of receipt by the Florida Department of State.

ARTICLE III

CORPORATE NATURE

This is a nonprofit corporation organized solely for general and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

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ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

1. This is a nonprofit corporation organized solely for general and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.
2. To promote and provide support for education, development of the art of dance for young people, and to carry out and implement community programs that promote education of the general public to the art of dance.
3. To offer financial assistance to students from varied ethnic groups for the purpose of education and development of individual talents.
4. To engage in the promotion, development and carrying out of dance programs that encourage participation of all ethnic and religious associations or organizations.
5. To serve as a central organization and have and develop subordinate local organizations to assist in carrying out the above-stated purposes consistent with the requirements of section 501(c)(3) of the Internal Revenue Code or corresponding section of future federal tax code relative to obtaining and maintaining a group exemption letter for the central organization and any subordinates.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

A. **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be three (3), provided, however, that such number may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the First Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. The number of Directors may be increased from time-to-time by the Bylaws, but shall never be less than three (3). The Board of Directors shall be elected and hold office in accordance with the Bylaws. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election. Annual meetings shall be held on April 1 of each year at 908 Park Avenue, Lake Park, Florida 33403, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to act. Such a statement shall be prima facie evidence of such authority.

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

E. JOAN MILLER, 625 6th Court, Palm Beach Gardens, FL 33410;

BARBARA GAULT, 3811 Washington Road, West Palm Beach, FL 33405;

H. BRYANT SIMS, 250 Essex Lane, West Palm Beach, FL 33405;

PHYLLIS HOLT, Bldg. 8, Condo #203, 3080 Lake Osborne Dr., Lake Worth, FL 33460.

OFFICE:

736 Park Avenue, Lake Park, Florida 33403.

B. Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

PRESIDENT:	E. JOAN MILLER
VICE PRESIDENT:	BARBARA GAULT
SECRETARY:	BARBARA GAULT
TREASURER:	E. JOAN MILLER

ARTICLE VI

EARNINGS AND ACTIVITIES

(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 IV hereof.

(B) 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 any candidate for public office.

(C) 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(D) 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 VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

(A) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(B) Any person paying the dues provided for by the Bylaws and agreeing to be bound by

the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

(C) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors.

ARTICLE IX

INITIAL SUBSCRIBER

The name and residence address of the subscriber of the corporation is as follows:

E. JOAN MILLER
625 6th Court
Palm Beach Gardens, FL 33410

OFFICE:

736 Park Avenue
Lake Park, FL 33403

ARTICLE X

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporations not for profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part

of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 250 Essex Lane, West Palm Beach, Florida 33405, and the name of its registered agent at said address shall be **H. BRYANT SIMS, ESQUIRE.**

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members by their vote.

WHEREFORE, I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 18th day of November, 2004.



SUBSCRIBER JOAN MILLER

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **JOAN MILLER**, who produced as identification, _____ who is personally known to me, and she stated that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 18 day of November, 2004.

My commission expires:



Patricia W Symonette
My Commission DD191484
Expires July 01, 2007


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

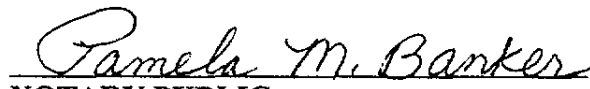

H. BRYANT SIMS, ESQUIRE

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared H. BRYANT SIMS, ESQ., who produced as identification _____ or who is personally known to me, and he stated that he executed the foregoing Articles of Incorporation as Registered Agent for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 18th day of November, 2004.

My commission expires:


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Pamela M. Banker
MY COMMISSION # DD261176 EXPIRES
November 28, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

05 JAN -5 AM 8:43