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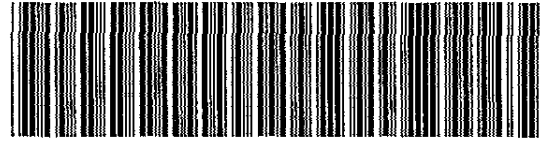
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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Cheer Illuzions, Inc

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alonzetta Simpkins

(Name of Contact Person)

(Firm/ Company)

2175 NW 173rd Terr.

(Address)

Miami Gardens, FL 33056

(City/ State and Zip Code)

For further information concerning this matter, please call:

Alonzetta Simpkins

(Name of Contact Person)

at (786) 333-0991

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 323 01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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06 FEB 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Cheer Illuzions, Inc.
A Florida "Not for Profit" Corporation

Name of Corporation

NO5000001502

Document Number of Corporation

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article III-Purpose (s) (Amended)
 Article VII- Directors Names and Addresses (Amended)
 Article IX – Dissolution of Corporation (Added)

SECOND: The date of adoption of the amendment was 12 /28/ 2005

THIRD: Adoption of Amendment

The amendments were adopted by the board of directors.

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Tanisha Denise Johnbaptiste

Signature of Chairman, Vice-Chairman, President or other Officer

Tanisha Denise Johnbaptiste

Typed or printed name

President

Title

12-28-2005

Date

ARTICLE III Purpose(s) (amended)

The specific purpose for which the corporation is organized is: designed to empower girls between the ages of 4 through 18 to develop a healthy self-esteem and healthy life-style choices. This program through the art of cheering reinforces self-confidence and exposes the girls to appropriate role models and opportunities so that they will know of the choices available to them. Cheer Illuzions Inc. serves "at risk" and underprivileged youths with a wide array of cultural and educational programs, through performances and community outreach projects. The Cheer Illuzions Inc. is geared towards developing skills and interest in the art of cheerleaders. We believe that by providing preventative activities to keep the youths busy and interested in productive activities – positive results can occur and lead to the reduction crime. Cheer Illuzions Inc. focus is on the early intervention and prevention of criminal behavior by reaching youngsters early before they become criminally inclined and a burden on society. Cheer Illuzions Inc. achieves this objective by stimulating and developing positive interests in the lives of young people, by providing for youths, who would never otherwise have the opportunity to enjoy access to cultural and recreational activities. Cheer Illuzions Inc. believes it can help foster trouble youth with a positive sense of self, trust, discipline and a brighter outlook on life.

ARTICLE V (amended) Directors names and addresses

The name and address of the persons appointed to act as the initial Directors of this Corporation are:

Name	Address
Tanisha Denise Johnbaptiste-President	15640 W Bunche PK Dr Opa Locka, FL 33054
Cassandra Marsh/Vice President	3217 Dolphin Dr. Miramar, FL 33025
Shanita Smith/Secretary	2780 NW 164 th Street Opa Locka, FL 33054

ARTICLE XI (amended to add)

- a. Said organization is organized exclusively for charitable, religious educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its member, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.