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Florida Department of State  
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**FLORIDA NON-PROFIT CORPORATION**

Southeast Dance Retailers Association, Inc.

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FACSIMILE AUDIT NO.  
H05000246633 3

ARTICLES OF INCORPORATION  
OF  
SOUTHEAST DANCE RETAILERS ASSOCIATION, INC.

ED  
05 OCT 18 PM 1:04  
IN THE STATE  
OF FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this corporation is SOUTHEAST DANCE RETAILERS ASSOCIATION, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

- (1) Forward business activities of its members by facilitating communication and cooperation among its members.
- (2) To engage in any business activity lawful in the State of Florida which will further the above purpose.

ARTICLE III - POWERS

The corporation shall have full power to transact and perform such acts and things as shall be necessary or appropriate for the attainment of the purposes described in ARTICLE II above.

Without limiting the generality of the foregoing language, the corporation shall have the power:

- (1) To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, real property and personal property of every kind, including security interests in real property (which term, for purposes hereof, includes without limiting the generality thereof, first mortgages on real property and receipts, notes, certificates or other instruments representing any rights or interests therein or

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with respect thereto) created or issued by any person, firm,  
association, corporation or government or subdivision thereof;

- (2) To exercise all rights, powers, and privileges in respect to the  
above described property, including the power to hold,  
administer, sell, convey and dispose of, invest and reinvest such  
property and the income and proceeds thereof;
- (3) To use, apply or disburse any of its property or the income or  
proceeds thereof, exclusively for or toward anyone or more of  
the purposes as enumerated in ARTICLE II;
- (4) To take any other lawful action necessary to the  
accomplishment of the purposes described in ARTICLE II.

#### ARTICLE IV - QUALIFICATION OF MEMBERS

The membership of this corporation shall be limited to individuals and entities who have a  
bonafide interest in the attainment of the purposes set forth in Article II above.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI - INCORPORATORS

The name and address of the incorporator to these Articles is:

<u>Name</u>	<u>Address</u>
Anthony Minicozzi	2077 Aloma Avenue Winter Park, Florida 32792

#### ARTICLE VII - OFFICERS

1. The officers of the corporation shall be a president, vice-president, secretary, and a  
treasurer, and such other officers as may be provided in the By-Laws.

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2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name &amp; Address</u>
President	Anthony Minicozzi 2077 Aloma Avenue Winter Park, Florida 32792
Vice-President	Beverly Koczersut 2635 Mall Road Sarasota, Florida 34231
Secretary	Rosemary Demott 2137 Partin Settlement Rd. Kissimmee, Florida 34744
Treasurer	Jacquie Smith 4221 NW 43 <sup>rd</sup> Street, Unit 3-C Gainesville, Florida 32606

The officers shall be elected in the manner provided in the By-Laws.

#### ARTICLE VIII - BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The manner and election of the Board of Directors is stated in the By-Laws.

2. Members of the Board of Directors shall be elected from the voting membership of the corporation at the annual meeting or at any special meeting called for that purpose.

3. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

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<u>Name</u>	<u>Address</u>
Anthony Minicozzi	2077 Aloma Avenue Winter Park, Florida 32792
Beverly Koczarski	2635 Mall Road Sarasota, Florida 34231
Rosemary Demott	2137 Partin Settlement Rd. Kissimmee, Florida 34744

#### ARTICLE IX - BY-LAWS

1. The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as may be deemed necessary.
2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of the Board of Directors, at any regular meeting or any special meeting called for that purpose.

#### ARTICLE X - AMENDMENTS

1. These Articles of Incorporation may be amended by a special meeting of the membership called for that purpose, by a majority vote by those present, unless a larger percentage shall be required by law.
2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit amendments.

#### ARTICLE XI - REGISTERED OFFICE AND AGENT

The registered office and place of business of this corporation shall be at 2077 Aloma Avenue, Winter Park, Florida 32782, or such other place as the Board of Directors may designate.

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The initial registered agent at such address is Anthony Minicozzi.

ARTICLE XII

It is the intention of this corporation at all times to qualify and remain qualified as exempt from Federal and Florida income taxes as same may from time to time be amended. Accordingly:

- (a) The corporation is not to have authority to issue capital stock.
- (b) The corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual nor shall any of such net earnings nor any of the property or assets of the corporation be used other than for the purpose of the corporation set out in ARTICLE II hereof.
- (c) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene, by publishing or distributing of statements or otherwise, in any political campaign of any candidate for public office.
- (d) In the event of a liquidation, dissolution, termination or winding up of the corporation, whether voluntary, involuntary, or by operation of law, all of the property or assets of the corporation remaining after discharge of valid obligations, including costs and expenses of dissolution, shall be distributed among organizations which are qualified for exemption under Section 501(c)(3) and Section 170(c) of the Internal Revenue Code, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal, this 17<sup>th</sup> day of October, 2005, for the purpose of forming this

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corporation not for profit under the laws of the State of Florida.

  
ANTHONY MINICOZZI

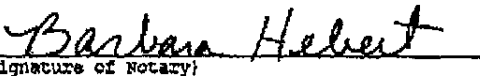
STATE OF FLORIDA )  
COUNTY OF Seminole

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ANTHONY MINICOZZI, to me known to be the person described as subscriber in and who executed foregoing Articles of Incorporation, and acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at the County and State named above this 17<sup>th</sup> day of October, 2005.



Barbara Hebert  
My Commission 00231048  
Expires July 10, 2007

  
(Signature of Notary)

BARBARA Hebert  
(Name of Notary, printed or stamped)

Notary Public

(Serial Number, if any)

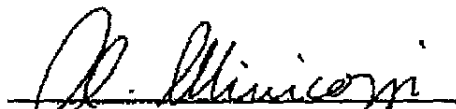
#### ACCEPTANCE OF REGISTERED AGENT


Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and

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agree to comply with the provisions of the laws of the State of Florida relative to keeping open  
said office.

  
ANTHONY MINICOZZI,  
Registered Agent

 Barbara Hebert  
My Commission DD221048  
Expires July 10, 2007

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STATE  
OF FLORIDA

Corps/southeast dance articles

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