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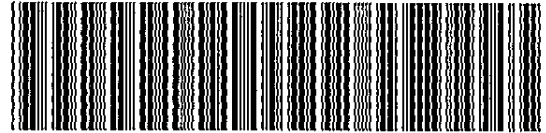
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 JAN 27 P 1:42

FILED

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KSP  
1/31

## COVER LETTER

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

SUBJECT: Gardens Synchro, 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: Liza Eddy  
Name (Printed or typed)

3406 Capri Road  
Address

Palm Beach Gardens, FL 33410  
City, State & Zip

(561) 691-4387  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**GARDENS SYNCRO, INC.**

**FILED**  
2009 JAN 21 P 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as the incorporator and on behalf of a not-for-profit, non stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME AND ADDRESS**

Section 1.1. The name of this Corporation is Gardens Syncro, Inc. (the "Corporation"). The business address of the Corporation is 3406 Capri Road, Palm Beach Gardens, Florida 33410. The mailing address of the Corporation is 3406 Capri Road, Palm Beach Gardens, Florida 33410.

**ARTICLE II - PURPOSE AND POWERS**

Section 2.1. The Corporation is organized exclusively for promoting amateur athletics and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the Corporation shall establish and supervise an educational, training, and competitive recreational program of girls' synchronized swimming.

Section 2.2. All funds whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Section 2.3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended.

Section 2.4. The programs operated by the Corporation are available to all persons who, desiring to participate, are eligible according to the rules and guidelines established by the Corporation. Neither the Corporation, nor any group or organization operated thereunder shall discriminate or exclude participants or members on the basis of race, religion, color, or national or ethnic origin.

### **ARTICLE III - DURATION**

Section 3.1. The duration of the Corporation shall be perpetual.

### **ARTICLE IV - NON-STOCK CORPORATION**

Section 4.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

### **ARTICLE V - REGISTERED OFFICE AND AGENT**

Section 5.1. The address of the registered office of the Corporation is 3406 Capri Road, Palm Beach Gardens, Florida 33410. The name of the registered agent of the Corporation at that address is Liza Eddy.

### **ARTICLE VI - DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (the "Board") subject to the restriction that, except as specifically set forth to the contrary in any By-Laws adopted by the Board, the exercise of any powers or actions of the Board shall require approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) directors shall be necessary for all action requiring a vote of the board, including, but not limited to, the following:

Section 6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

Section 6.1.2. Adoption of or amendments to By-Laws.

Section 6.1.3. Amendments to the Articles of Incorporation.

Section 6.1.4. Organization of a subsidiary or affiliate by the Corporation.

Section 6.1.5. Approval of any merger, consolidation or sale or other transfer of all or any portion of the assets of the Corporation.

Section 6.2. The Board shall consist of the following:

Cheryl Dodge, Director  
2044 S.W. Mockingbird Lane  
Palm City, Florida 34990

Liza Eddy, Director  
3406 Capri Road  
Palm Beach Gardens, Florida 33410

Debi Baber, Director  
3854 Buttercup Circle, N.  
Palm Beach Gardens, Florida 33410

Lanny Carrero, Director  
12241 142<sup>nd</sup> Ct. N.  
Palm Beach Gardens, Florida 33418

Tim Waskiewicz, Director  
14 Glengary Road  
Palm Beach Gardens, Florida 33418

## **ARTICLE VII - PROHIBITED ACTIVITIES**

Section 7.1. No part of the net earning of the Corporation shall inure to any individual or entity not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, nor to any director or officer or other member of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

Section 7.2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

Section 7.3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended.

Section 7.4. The Corporation shall not lend any of its assets to any officer or director of the Corporation, or guarantee to any person the payment of a loan by an officer or director of the Corporation.

## **ARTICLE VIII - DEBT OBLIGATIONS AND PERSONAL LIABILITY**

Section 8.1. No member, officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the *property of the members, officers or directors* be subject to the payment of the debts or obligations of the Corporation.

#### **ARTICLE IX - DISSOLUTION**

Section 9.1. Upon the dissolution of the Corporation, assets shall be distributed by the Board, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, for one of more exempt purposes within the meaning of sections 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, 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.

Section 9.2. 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 X - MEMBERS**


Section 10.1. The Corporation shall have a membership consisting of the Board, as it shall be composed and as it shall serve from time to time. New directors shall be appointed to the Board by a majority vote of the then current directors, or in any other manner determined by the Board.

#### **ARTICLE XI - INCORPORATOR**

Section 11.1. The name and address of the person signing these Articles of Incorporation is:

Liza Eddy  
3406 Capri Road  
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of January, 2006.

  
Liza Eddy, Incorporator

CERTIFICATE ACCEPTING APPOINTMENT FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA

Having been named as Registered Agent and to accept Service of Process for Gardens Syncro, Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Liza Eddy  
Liza Eddy


STATE OF FLORIDA     )  
                                  )  
COUNTY OF PALM BEACH )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Liza Eddy, who is personally known to me, or who produced a valid Florida Driver's License as identification, and who did take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county set forth above this 8<sup>th</sup> day of January, 2006.

Marie J. Suder  
Notary Public  
State of Florida

My commission expires:

 Marie J. Suder  
Commission #DD254026  
Expires Nov 04, 2007  
Notary Public  
Florida Notary Public Co., Inc.

FILED  
2006 JAN 27 P 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA