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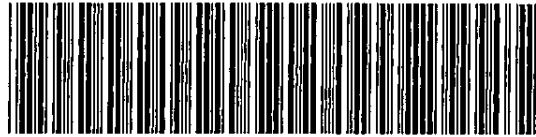
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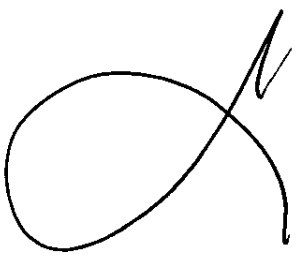
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2007 MAR 15 PM 1:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 3/15

COVER LETTER

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

SUBJECT: HOT FLASHZ, 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: Marjean Sage
Name (Printed or typed)

13642 Pine Villa Lane
Address

Fort Myers, FL 33912
City, State & Zip

(239) 482-6252
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 8, 2007

MARJEAN SAGE
13642 PINE VILLA LANE
FORT MYERS, FL 33912

SUBJECT: HOT FLASHZ, INC.
Ref. Number: W07000011677

We have received your document for HOT FLASHZ, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 507A00016623

RECEIVED
07 MAR 15 AM 10:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Hot Flashz, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Lee County, Florida
13642 Pine Villa Lane
Fort Myers, Florida 33912

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Purpose of corporation is as stated in the By-Laws, Section 3.1, 3.2, 3.3, 3.4 and 3.5

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Manner of election of officers is as stated in the By-Laws, Section 5.1 and 5.2

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

President: Marjean Sage, 13642 Pine Villa Lane, Fort Myers, FL 33912
Vice-Pres: Suzanne Brusseau, 916 SE 16th St., Cape Coral, FL 33990
Secretary: Beverly Walter, 12491 McGregor Blvd., #20
Fort Myers, FL 33919
Treasurer: Johanna Meyers, 5246 Seagull Ct., Cape Coral, FL 33907

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Marjean Sage
13642 Pine Villa Lane
Fort Myers, FL 33912

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Marjean Sage
13642 Pine Villa Lane
Fort Myers, FL 33912

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

MSage
Signature/Registered Agent

3/12/07
Date

MSage
Signature/Incorporator

3/12/07
Date

FILED
2007 MAR 15 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**By-Laws
Of
Hot Flashz, Inc.
A Not-For-Profit Organization**

Section 1 – NAME

- 1.1 The full name of this corporation is Hot Flashz, Inc.

Section 2 – LOCATION

- 2.1 Its office shall be located at Fort Myers, Florida, in Lee County.

Section 3 – OBJECTIVE

- 3.1 Hot Flashz, Inc. is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To this end, the corporation shall represent themselves as a dance performing charitable organization that will collect funds only to further the operational expenses of said organization and assist other charitable organizations in their fundraising endeavors. All funds, whether income, or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
- 3.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.1.
- 3.3 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.

- 3.4 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.
- 3.5 Upon dissolution of the corporation, assets shall be distributed 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 country in which the office of the corporation is 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.

Section 4 – MEMBERSHIP

- 4.1 Regular Memberships
All holders of paid memberships shall be members of the Hot Flashz, Inc.
- 4.2 Dues and Payment
The dues of the organization shall be \$20.00 per annum and shall be payable by January 31st or upon acceptance into the organization. A late fee of \$5.00 per month shall be charged if dues are not received by January 31st.
- 4.3 Waiting List
Any person wishing to become a member of the Hot Flashz may have her name placed on a "Waiting List" until such time as an opening in the membership becomes available.
- 4.4 Eligibility and Termination
The membership reserves the right to refuse acceptance of any membership tendered or may remove anyone from membership with cause by a two-thirds (2/3) vote at any Regular or Special meeting of the membership. All new members must be approved by two-thirds (2/3) vote of the membership. According to Fl. Statute 617.2102, no fine or penalty shall be levied until after the corporation has provided notice thereof to the members concerned and has afforded the member an opportunity to be heard on the matter.

4.5 Hold Harmless Agreement

All members will be considered such after signing a Hold Harmless Agreement with Hot Flashz, Inc. holding the organization harmless for the member's full participation in the organization.

4.6 Status

Active membership is considered to consist of attending two-thirds of the activities of Hot Flashz, Inc. Members unable to participate at this level may be put on the inactive list at a period of time determined by the member or membership. After a period of six (6) months, an inactive member may be asked to reconsider their membership.

Section 5 – OFFICERS

5.1 Election of Officers

At least thirty days prior to the beginning of the calendar year, the President shall appoint a Nominating Committee. Such committee will make nominations for President, Vice-President, Secretary and Treasurer in writing and shall submit a slate of nominees. Additional nominations may be made from the floor. Election of officers may be made by a written ballot of the membership. If any office is vacated during the calendar year the same procedure will apply.

5.2 Term of Office – Calendar Year

The term of office of all officers shall be one (1) year or until their respective successors are elected or appointed and qualified, but any officer may be removed at any time by action of *three-fourths* (3/4) majority of the membership at a Special Meeting called for that purpose.

5.3 Standing Rules

The Officers may enact Standing Rules. Standing Rules may be amended at any Regular or Special Meeting by a two-thirds (2/3) vote of the members present.

5.4 Resignations

An Officer may resign at any time by sending written notice to the President and, unless otherwise specified therein, it shall be effective upon the receipt if accepted by the membership.

Section 6 – Membership Meetings

6.1 Annual

The annual Meeting of the members for election of Officers and for the transaction of any other business shall be held at the place designated by the Officers in the month of December.

6.2 Special

Special meeting of members may be called at any time by the President or upon written request delivered to the President. Such request must state the purpose of the meeting. A majority of all votes cast at any meeting of members, shall determine any question.

6.3 Notice

Notice of each Annual or Special Meeting shall be mailed to each member at least five (5) days prior to the date such meeting is to be held.

6.4 Rules of Order

The rules contained in "Roberts' Rules of Order" shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

6.5 Major Decisions

Any major decisions that affect the group as a whole shall be voted on by all members.

Section 7 – COMMITTEES

- 7.1 The President shall each year appoint the following committees with two-thirds (2/3) vote of the membership: Program Coordinator, Booking Agent, Communications Coordinator, Historian/Hospitality Coordinator, Costume Coordinator, Membership Committee, Fundraising Committee and any other committee deemed necessary.

Section 8 – DISSOLUTION

- 8.1 In the event of dissolution of the Corporation, after payment of all legitimate expenses, the assets then remaining in the Corporation shall be distributed to one or more charitable organizations, said organizations to be finally determined by two-thirds (2/3) vote of the membership.

Section 9 – AMENDMENTS

- 9.1 These By-Laws may be amended only at the Annual Meeting or Special Meeting called pursuant to Section 6, Paragraph 6.2, by a two-thirds

(2/3) affirmative vote of the members present. Notice to the membership designating the Articles of suggested changes, must be mailed at least five (5) days prior to the Annual Meeting or Special Meeting. These By-Laws become effective when approved by the membership and rescind all previous By-Laws.

These By-Laws have been amended and adopted by the membership at its Organizational Meeting, March 4, 2007.

HOT FLASHZ, INC.

Marjean Sage
President