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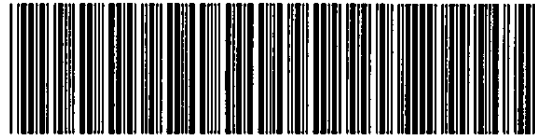
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07 AUG 21 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KS

8/22/07

COVER LETTER

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07 AUG 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: The Dance PAD Association Incorporated
(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: Earl Liebarth
Name (Printed or typed)

2056 Pennsylvania drive
Address

DeLand Florida 32724-5341
City, State & Zip

386 736 6640
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
THE DANCE PAD ASSOCIATION
(Florida Not-For-Profit Corporation)

FILED
07 AUG 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned have this day associated themselves for the purpose of forming a not-for-profit corporation under the laws of the State of Florida and adopt the following Articles of Incorporation.

Article 1. Name

The name of the corporation is **The Dance PAD Association Incorporated**. The duration of the corporation shall be perpetual.

Article 2. Tax-Exempt Status Purposes

The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purpose, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article 3. Tax-Exempt Status for Educational Association

This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under Section 510(c)(6) of the Internal Revenue Code and its regulations as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets of the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

Article 4. Initial Objectives

The specific charitable, scientific, literary, and educational objects of this corporation are:

- a. Educational instruction of dance and competition for our youth.

Article 5. Powers

In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

- a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may thereafter be amended.
- b. To accept and receive by gift, devise, bequest or otherwise for the uses and purpose of this corporation, any property – real, personal or mixed – of any kind, nature or description.
- c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.
- d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may thereafter be amended.
- e. To make or enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.
- f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporation real or personal property or both.
- g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.
- h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purpose and objectives of this corporation.
- i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and may be done or engaged in by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may thereafter be amended.

- j. No substantial part of this activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- k. The hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printerd material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.
- l. To collect dues, to engage in fundraising activities and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge and otherwise charge any and all of its properties, rights, privileges or assets to secure the payment thereof.
- m. To establish terms and conditions of membership in the corporation.
- n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which corporate body may do or perform, provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may thereafter be amended.

Article 6. Non-Profit Status

This corporation shall be a not-profit corporation and shall have no capital stock and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, office, or member of this corporation or any private individual, provided, however, the reasonable compensation may be paid for services rendered to this corporation for the furtherance of its purposes.

Article 7. Classes of Membership

The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

Article 8. Registered Agent

This corporation appoints the following registered agent and registered office: **All Florida Firm, Inc., 813 Deltona Blvd, Suite A, Deltona, FL 32725.** This appointment may be revoked by the board of directors

authorizing and directing the filing with the Florida Division of Corporations of a statement in accordance with F.S. 617.1509.

Article 9. Principal Place of Business

The principal place and mailing address of the corporation shall be: **947 Town Center Drive, Orange City, FL 32763** and at such other places as may from time to time be selected by the Board of Directors.

Article 10. Board of Directors

The number of directors of this corporation shall be fixed and may be altered from time to time as may be provided for in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as provided in the by-laws.

The names and addresses of the members of the initial board of directors who shall serve until their successors are qualified according to the by-laws are:

1. Earl Ziebarth
947 Town Center Drive
Orange City, FL 32763
2. Michelle Willis
947 Town Center Drive
Orange City, FL 32763
3. Karen Snyder
947 Town Center Drive
Orange City, FL 32763
4. Catherine Johnson
947 Town Center Drive
Orange City, FL 32763
5. Derek Henry
947 Town Center Drive
Orange City, FL 32763
6. Janae Avellino
947 Town Center Drive
Orange City, FL 32763
7. Sheila Smith
947 Town Center Drive
Orange City, FL 32763

Articles 11. Incorporator

The name and address of the incorporator is Jamie Jessup, c/o All Florida Firm Inc., 813 Deltona Blvd, Suite A, Deltona, FL 32725. All powers and duties of the incorporator shall cease at the time of the delivery of these Articles of Incorporation to the Florida Division of Corporations for filing.

Article 12. Indemnification of Officers, Directors, Employees and Agents

Subject to the provisions of this Article, the Corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them, and each of them including but not limited to the legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed within the scope of services or employee as director, officer, employee or agent of this corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

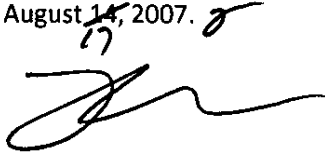
Whenever any existing or former director, officer, employee, or agent shall report to the president of the corporation or the chairman of the board of directors that he or she has incurred or may incur expenses, as listed above, the board of directors shall at its next regular or at a special meeting held within a reasonable time thereafter determine in good faith whether, in regard to the matter involved in the action or the contemplated action, the such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the board of directors in good faith that such a person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or the contemplated action, indemnification shall be mandatory and be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

Article 13. Amendment of the Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of a two-thirds majority of the members of this board of directors present and voting at a meeting called for that purpose; provided, however, that in no event shall the purposes of this corporation be changed, and Articles 5 and 12 hereof shall not be altered or amended in any manner or way whatsoever.

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation of this date:
August 14, 2007.



Jamie Jessup, Incorporator
c/o All Florida Firm, Inc.
813 Deltona Blvd, Suite A
Deltona, FL 32725

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07 AUG 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY THE REGISTERED AGENT

All Florida Firm, Inc. by and through its president, Jamie Jessup, hereby accepts this appointment as Registered Agent of The Dance PAD Association, Inc., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that the office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.

DATE: August ¹⁷~~14~~, 2007 *JS*

Signed by: Jamie Jessup, as president
for registered agent: All Florida Firm, Inc.



All Florida Firm, Inc.
813 Deltona Blvd, Suite A
Deltona, FL 32725

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