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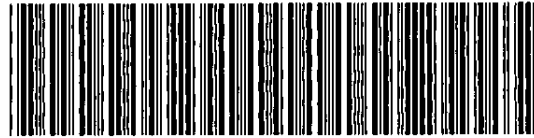
(Business Entity Name)

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RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
15 MAY 15 PM 1:16  
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APPROVED  
AND  
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15 MAY 15 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** Step One: The Dance Project, 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:** Katrina Webster Baker  
\_\_\_\_\_  
Name (Printed or typed)

323 East Kennedy Boulevard, Suite C  
\_\_\_\_\_  
Address

Eatonville, Florida 32751  
\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

steponedancestudio@aol.com

E-mail address: (to be used for future annual report notification)

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

# **ARTICLES OF INCORPORATION**

**FOR**

## **STEP ONE: THE DANCE PROJECT, INC.**

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*A not for profit corporation organized pursuant to the Florida Not For Profit Corporation Act,  
Chapter 617, Florida Statutes*

*Step One: The Dance Project, Inc.*

*Page 1 of 10*

# ARTICLES OF INCORPORATION

for

## STEP ONE: THE DANCE PROJECT, INC.

*A not for profit corporation organized pursuant to the Florida Not For Profit Corporation Act,  
Chapter 617, Florida Statutes*

The undersigned person acting as Incorporator, desiring to form a not for profit corporation in accordance with the provisions of the "Florida Not For Profit Corporation Act", Chapter 617 of the Florida Statutes, and the attendant laws of the state of Florida, hereby certifies, acknowledges, and adopts the following Articles of Incorporation:

### ARTICLE I - NAME

The name of the Corporation Not for Profit shall be: "*Step One: The Dance Project, Inc.*" (hereinafter referred to as "the Corporation").

### ARTICLE II - DURATION

The period of duration of the corporate existence shall be perpetual.

### ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office for the transaction of the business of the Corporation is located in Orange County, Florida. The principal place of business of this Corporation in the state of Florida is:

323 East Kennedy Boulevard, Suite C  
Eatonville, Florida 32751

The mailing address of this Corporation in the state of Florida is the same as the principal address:

323 East Kennedy Boulevard, Suite C  
Eatonville, Florida 32751

*Step One: The Dance Project, Inc.*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 MAY 15 PM 1:44

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AND  
FILED

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The Corporation's principal executive office shall be fixed and located at such place as the Board of Directors shall determine. The Board of Directors is granted full power and authority to change said principal office from one location to another, and may, from time to time, designate such other addresses and venues for the principal office and place of business for the Corporation as it deems appropriate.

#### **ARTICLE IV – PURPOSE**

The general purpose for which this Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, and the attendant laws of the state of Florida. However, nothing in this Article shall be construed to authorize this Corporation to carry on any activity for the profit of its officers, Directors or other persons or to distribute any gains, profits or dividends to any of its officers, Directors or other persons as such.

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To this end, the Corporation is organized and at all times shall be operated exclusively for charitable, religious, literary, artistic, educational, and scientific 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.

More specifically, the general nature of the business and the objects and purposes to be transacted and carried on by the Corporation is to provide quality dance instruction, to facilitate cultural training, to create artistic opportunities in the performing arts, to do such other things as are incidental to the foregoing or desirable in order to accomplish the charitable purposes for which the Corporation is formed.

Without limiting the foregoing, the express charitable purposes of the Corporation are to:

- (a) Enhance the cultural and artistic development and awareness of the art form of dance among impoverished citizens, with special emphasis given to children and youth who reside in Eatonville, Florida and surrounding underserved communities;
- (b) Educate children, youth, and adults in various aspects of the art form of dance;
- (c) Engage children and youth in the creation of live dance theatre productions that facilitate the development their artistic talents as well as improve physical health and body image, foster psychological wellness, enhance family and social functioning,

nurture discipline, build confidence, stimulate creative expressiveness, enrich academic skills, and support cultural awareness;

(d) Establish a premiere dance company that provides advanced training, mentoring, and a broad range of opportunities for children and youth who aspire to engage in the formal academic study of dance, performance theories, and theatrical practices;

(e) Encourage and motivate children and youth to strategically plan and persist in attaining higher education and professional training;

(f) Inspire creative and innovative collaborations and partnerships with other community agencies, civic groups, and service organizations to positively impact and serve children and youth of Eatonville, Florida, and other disenfranchised communities of Central Florida; and ,

(g) Educate, inspire, and increase the appreciation of the art form of dance, and the cultural arts among elementary, middle school, and high school students, and art patrons throughout Central Florida.

Consistent with the general charitable purposes stated, all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be irrevocably devoted to said charitable purposes.

#### **ARTICLE V-MEMBERS**

The Corporation shall have no members.

#### **ARTICLE VI - MANNER OF ELECTION OF DIRECTORS**

The manner and procedure by which directors are elected or appointed shall be in the manner consistent in the organizational bylaws of the Corporation. The directors of the Corporation and their terms and time of election shall be determined in the manner specified in the bylaws and may be amended in the manner provided therein. When possible, the Board of Directors shall be selected in a fashion to create diversity on the Board of Directors.

#### **ARTICLE VII - INITIAL DIRECTORS AND OFFICERS**

The number of directors shall be a number fixed by the organizational bylaws of the Corporation. All business affairs shall be managed consistently with the bylaws under the direction of the

*Step One: The Dance Project, Inc.*

Board of Directors. The President shall have executive supervision over the operational activities of the Corporation within the scope provided by the bylaws and shall preside at all meetings. The names and addresses of the initial members of the Board of Directors are:

<b>Name and Title</b>	<b>Address</b>
Katrina Webster Baker, <i>President</i>	660 Northwood Circle Winter Park, Florida 32789
Marsha Randolph, <i>Vice President</i>	3866 Winding Lake Circle Orlando, Florida 32835
Yvonne DeBoles, <i>Secretary</i>	1341 Branch Hill Court Apopka, Florida 32741
Rhonda Hall, <i>Treasurer</i>	4844 Southold Street Orlando, Florida 32808
Woodrow L. Hay, <i>Director</i>	427 NW 5th Avenue Boynton Beach, Florida 33425-3740
Adrienne Howard, <i>Director</i>	2838 Bellarosa Circle Royal Palm Beach, Florida 33411
Tamara McKendrick, <i>Director</i>	709 Maple Leaf Loop Winter Springs, Florida 32708

#### **ARTICLE VIII – GENERAL STANDARDS FOR DIRECTORS**

Except as otherwise required by the general provisions of the Florida Not For Profit Corporation Act, as it exists on the date hereof or as hereafter amended, the Corporation shall be governed by a self-perpetuating Board of Directors under the laws of the state. The management and business affairs of the corporation shall be at all times vested in and under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the bylaws of the Corporation. No director shall have any right, title, or interest in or to any property of the corporation.

The members of the Board of Directors shall discharge their duties as directors, in good faith with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interest of the Corporation.

In discharging their duties, directors are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data.

The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

#### **ARTICLE IX – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the Registered Agent is:

Frank Baker, *Registered Agent*  
323 East Kennedy Boulevard, Suite C  
Eatonville, Florida 32751

#### **ARTICLE X – INCORPORATOR**

The name and address of the Incorporator:

Katrina Webster Baker, *Incorporator*  
660 Northwood Circle  
Winter Park, Florida 32789

#### **ARTICLE XI – FEDERAL TAX EXEMPTION POLICY - RESTRICTIONS**

The Corporation shall operate as a publicly supported charitable organization with a broad charter to support charitable, religious, educational, and scientific activities.

The Corporation shall have all the rights and powers and customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in and by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, in effect on the date of incorporation, or as expanded by amendment thereafter by the Florida State Legislature, which powers are incorporated herein by reference.

Notwithstanding any other provisions of these Articles of Incorporation, 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, or the corresponding section of any future federal tax code, or by a corporation to which contributions are deductible under



sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not engage in any activity which would jeopardize the federal income tax exemption pursuant to section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To insure that all funds are utilized in accordance with the federal and state laws, the Corporation shall not:

(a) Engage in providing “excess benefits” to any person or persons, as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any liability for tax imposed by the Internal Revenue Code, or the corresponding section of any future federal tax code;

(b) Engage in any act of “self-dealing” as defined in section 4941(d), of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any liability for tax imposed by section 4941(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(c) Retain any “excess business holdings”, as defined in section 4943(c), of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any liability for tax imposed by section 4943(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(d) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, of the Internal Revenue Code, or the corresponding section of any future federal tax code; so as to give rise to any liability for tax imposed by section 4944(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or

(e) Make any “taxable expenditures”, as defined in section 4945(d), of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any liability for tax imposed by section 4945(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE XII - LIMITATIONS**

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 any candidate for public office. Moreover, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. 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.

### **ARTICLE XIII - UNRELATED TRADE AND BUSINESS AND TRADE**

The Corporation shall not substantially engage in income producing activities unrelated to its tax-exempt purposes, or be operated for the primary purpose of carrying on an unrelated trade or business as defined in section 513 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE XIV - PRIVATE INUREMENT**

All corporate property is irrevocably dedicated to the charitable purposes set forth in Article IV hereof. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustee, officers or other private persons, except that the Corporation 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 Article IV hereof. No director, trustee, or officer of the Corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

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

No member, officer, director, trustee, employee, or volunteer of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers, directors, trustees, employees, or volunteer be subject to the payment of the debts or obligations of this Corporation. Consistent with the state law governing not for profit corporations, the private property of the members, officers, directors, trustees, employees, and volunteers of the Corporation shall be exempt from all debts, obligations, and liabilities of the corporation of any kind whatsoever and members, officers, directors, trustees, employees and other volunteers of this Corporation shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Corporation, for

acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper private inurement or personal benefit.

## **ARTICLE XVI - DISSOLUTION**

Upon dissolution of the Corporation, the directors must, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute any assets of the Corporation to one or more organizations recognized as one organized exclusively for charitable purposes similar to those outlined in the Articles of Incorporation or a similar corporation willing to accept the assets.

Any such assets not so disposed of shall be disposed of shall be distributed for one or more of 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 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 XVII- AMENDMENTS**

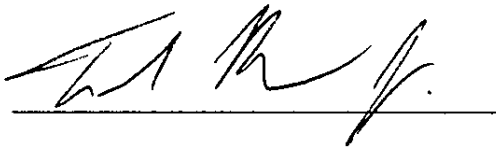
The Board of Directors shall occasionally review the Corporation's Articles of Incorporation, bylaws, corporate policies, and mission statement, and amend them as needed to reflect organizational growth and development. This Articles of Incorporation, bylaws and all other organizational documents shall be amended by a three-fourths vote of the active members of the Board of Directors present and voting at a designated meeting, provided that said amendment shall not conflict with the civil and criminal law of the land.

## **ARTICLE XVIII - CORPORATE EXISTENCE**

The corporate existence of this Corporation shall formally begin on the date the Certificate of Corporation is issued by the Secretary of State of the state of Florida and shall continue perpetually thereafter unless dissolved as provided by law.

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***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.***

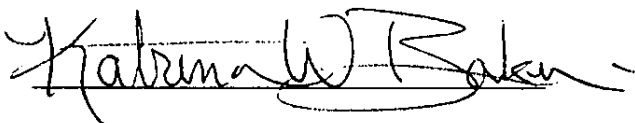


Signature of Frank Baker, Registered Agent

5-11-15

Date

***I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statutes, section 817.155.***



Signature of Katrina Webster Baker, Incorporator

5/11/15

Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 MAY 15 PM 1:44

APPROVED  
AND  
FILED