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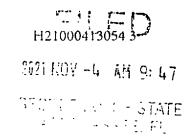
FLORIDA PROFIT/NON PROFIT CORPORATION

Central Florida Rising Stars, Inc.

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# ARTICLES OF INCORPORATION OF CENTRAL FLORIDA RISING STARS, INC. A Florida Not for Profit Corporation

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not for Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

## ARTICLE I NAME

The name of the corporation shall be Central Florida Rising Stars, Inc.

# ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 251 Buffalo Trail. The Villages, FL 32162

# ARTICLE III PURPOSES

- 1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").
- 2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.
- 3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.
- 4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Foundation shall determine.

## ARTICLE IV **ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

## ARTICLE V **INITIAL DIRECTORS**

The names and addresses of the initial directors are as set forth below:

Martin R. Dzuro, 251 Buffalo Trail, The Villages, FL 32162 Frederick Goller, Esq., 3619 Kiessel Road, The Villages, FL 32163 Tre'shaun Mann, 11231 Roz Way, Oxford, Florida, 34484 Colt W. McDowell, 251 Buffalo Trail, The Villages, FL 32162 Michael Williams, 11231 Roz Way, Oxford, Florida, 34484

#### ARTICLE VI *MEMBERSHIP*

The Corporation shall have no members.

## ARTICLE VII \_\_INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

Frederick Goller, Esq., 3619 Kiessel Road, The Villages, FL 32163

## ARTICLE VIII *INCORPORATOR*

The name and address of the Incorporator are:

Jennifer W. Jones, Esq., Gunster, Yoakley & Stewart, P.A., 450 E. Las Olas Blvd., #1400, Fort Lauderdale, FL 33301

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## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, the undersigned agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the performance of his duties.

Frederick Goller, Esq., Registered Agent

Date

# SUBMISSION BY INCORPORATOR

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 871.155, Florida Statutes. I acknowledge that I have read the above "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> of each calendar year following the formation of this corporation in order to maintain "active" status.

Johnifer W. Jones, Esq., Incorporato

Date