

N95000002534

MEISLER & SMITH, P.A.

ATTORNEYS AT LAW

SUITE 212

10211 WEST SAMPLE ROAD
CORAL SPRINGS, FLORIDA 33065

MICHAEL C. MEISLER D
RONALD J. SMITH
EDWARD J. O'HARE †

† Also D.C. & New Mexico Bars
† Also New York Bar

OF COUNSEL

ROBERT A. AUERDACH, P.A.
WILLIAM C. PORTER, P.A.
NATHAN KITNER *

* Also New York & New Jersey Bars

(305) 752-4344

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May 23, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400001498504
-05/24/95--01079--011
******175.00 ****175.00**

Re: Articles of Incorporation for
BALLET NOVA OF SOUTH FLORIDA, INC.
Our file no. 138-95

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for BALLET NOVA OF SOUTH FLORIDA, INC. to be filed with the Secretary of State and a certified copy returned to this office. A second certified copy of the Articles of Incorporation must be forwarded to the Internal Revenue Service along with the enclosed Form SS-4 by Federal Express. A Federal Express envelope is enclosed for this purpose.

Also enclosed is our trust account check in the amount of \$175.00 for the filing fee and two (2) certified copies of the Articles.

In the event you have any questions, please do not hesitate to contact the undersigned. Please contact the undersigned at 1-800-260-4020 to advise when the documents have been forwarded to the Internal Revenue Service.

Very truly yours,



LOU DOLAN
Office Administrator

MLD/lou
Enclosures

B. REGISTER MAY 30 1995

FILED
95 MAY 24 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BALLET NOVA OF SOUTH FLORIDA, INC.

FILED
95 MAY 24 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be: **BALLET NOVA OF SOUTH FLORIDA, INC.**
The principal address of this corporation shall be: 1320 University Drive, Coral Springs,
Florida 33071.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation
not for profit.

ARTICLE III

PURPOSE

The purpose for which this Corporation are organized are exclusively charitable, cultural,
scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code
of 1986, as amended and the Regulations promulgated thereunder, being principally to plan,
promote, develop, construct, operate, and maintain a ballet production company in the vicinity
of the City of Coral Springs, Florida, the activities of which shall include, but not be limited to,
the coordination of ballet productions, the offering of education programs, lectures, films, and
other activities, the undertaking and/or sponsoring of research on site or elsewhere, and other
similar functions for the benefit of students, teachers, and researchers from education
institutions, and the general public. Toward that end, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;
2. To contract for the operation or management of any part of the facility;
3. To contract for the operation of concessions on or in the facility or, at the Board of Directors' discretion, operate such concessions as they deem desirable;
4. To advertise and promote within or without the State as to the facility and activities of the Corporation;
5. To sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;
6. To receive income from various sources, including fees, entrance charges, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure or be paid to any Board member, Director, or other person affiliated with

the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;

7. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
8. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;
9. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;
10. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not

exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code;

11. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV

TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V

INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Kathy Garrett	7420 N.W. 42nd Street, Lauderhill, Florida 33319
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Fred Garrett	7420 N.W. 42nd Street, Lauderhill, Florida 33319
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ARTICLE VI

QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be less than three (3) members on the Board of Directors. The names and addresses of persons constituting the initial Board of Directors who are to act in that capacity until the selection of their successors are:

Kathy Garrett 7420 N.W. 42nd Street, Lauderhill, Florida 33319

Fred Garrett 7420 N.W. 42nd Street, Lauderhill, Florida 33319

Michael C. Meisler 10211 W. Sample Rd., #212, Coral Springs, FL 33065

The above individuals shall serve as the initial Board of Directors for a period of 90 days subsequent to the date of incorporation. During that time, a list of permanent members of the Board of Directors shall be prepared, consistent with

the By-Laws, and objectives for skill and experience, and shall be submitted to the initial Board for approval. This list shall identify proposed terms, consistent with the provision for staggering in the By-Laws, the qualifications of each member, and other relevant information. Subsequent to approval of the initial Board of Directors of the Corporation, the names so submitted shall become the first permanent official Board of Directors of the Corporation, serving terms of one, two and three years as identified.

- B. Employment of Staff: The Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office in the State of Florida is: 10211 West Sample Road, Suite 212, Coral Springs, Florida 33065.

The name and address of this Corporation's initial registered agent is: MEISLER & SMITH, P.A.

ARTICLE IX

BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X

AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.

ARTICLE XI

DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

ARTICLE XII

NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 23 day of May, 1995.

Kathy Garrett
KATHY GARRETT

Fred Garrett
FRED GARRETT

State of Florida

County of Broward

Before me, the undersigned officer, personally appeared KATHY GARRETT and FRED GARRETT, who, being first duly sworn, acknowledged to me that they are the persons described as the Incorporators of, and the ones who executed, the foregoing Articles of Incorporation, and they executed the same for the purposes therein expressed.

Witness my hand and seal this 23 day of May, 1995.

Mary Lou Dolan
NOTARY PUBLIC - Signature

MARY LOU DOLAN
NOTARY PUBLIC - Print Name

My commission expires:



MARY LOU DOLAN
My Commission CC443089
Expires Mar. 02, 1999
Bonded by HAI
800-422-1555

Having been named to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 23rd day of May, 1995.

By:

MEISLER & SMITH, P.A.

MICHAEL C. MEISLER
Registered Agent

FILED
55 MAY 24 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida

County of Broward

Before me, the undersigned officer, personally appeared MEISLER & SMITH, P.A. by MICHAEL C. MEISLER, who, being first duly sworn, acknowledged to me that he is the person described as the Registered Agent in, and the one who executed, the foregoing Articles of Incorporation, and they he executed the same for the purposes therein expressed.

Witness my hand and seal this 23 day of May, 1995.

Mary Lou Dolan
NOTARY PUBLIC - Signature

MARY LOU DOLAN
NOTARY PUBLIC - Print Name

My commission expires:



MARY LOU DOLAN
My Commission CC443080
Expires Mar. 02, 1999
Bonded by HAI
800-422-1555