

N96000000349

LAW OFFICES

WILSON, JOHNSON & JAFFER, P. A.

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SUITE ONE

SARASOTA, FLORIDA 34236

POST OFFICE BOX 1208

34230-1208

CLYDE H. WILSON (1908-1984)

ROBERT M. JOHNSON

CLYDE H. WILSON, III

JOHN B. JAFFER

JAMES M. KUNICK*

*REGISTERED PATENT ATTORNEY

TELEPHONE (813) 955-6800

FACSIMILE (813) 955-7353

January 9, 1996

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

To Whom It May Concern:

We are enclosing Articles of Incorporation of Sarasota Ballroom Dance Theater, Inc. and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,

Judy Welles

Judy Welles

Secretary to Robert M. Johnson, Esquire

Encl: Check \$122.50
Articles of Inc.

RMU/jw
corplartlet.sec

JAN 22 1996 BSE

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-01/17/96--01099--006
****122.50 ****122.50

FILED
96 JAN 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SARASOTA BALLROOM DANCE THEATER, INC.
A Florida Not-For-Profit Corporation

FILED

96 JAN 17 AM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: Sarasota Ballroom Dance Theater, Inc.; and the initial principal address of the corporation is: 1212 Hillview Drive, Sarasota, Florida 34239.

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State for the State of Florida.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt to organizations described in section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

1. To establish Sarasota, Florida as the center for Sarasota Ballroom Dance Theater, Inc.; to promote, foster and encourage performed ballroom dancing; to promote dancing in collaboration with other arts; to foster education programs and preserve the art form.
2. To operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

3. To conduct programs, meetings, events, and activities; raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.

4. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

5. To increase public awareness of performed dancing as an art form through programs, social functions, activities, projects and events.

6. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein. 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article III.

ARTICLE IV

POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property,

to conduct its business in this State, in other States, in the District of Columbia, in the territories and colonies of the United States and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE V

MEMBERSHIP

The qualifications for members and the manner of their admission are that any persons including individuals, families, and corporations with an interest in the purposes of the corporation shall become a member in a manner as provided in the By-Laws.

ARTICLE VI

REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 1212 Hillview Drive, Sarasota, FL 34239 and the registered agent at such address is: Gene Pillot.

ARTICLE VII

DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than four (4) persons and no more than twenty-five (25) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

ARTICLE VIII

The names and addresses of each incorporator are:

Gene Pillot
1212 Hillview Drive
Sarasota, Florida 34239

Beverly A. Pillot
1212 Hillview Drive
Sarasota, Florida 34239

Robert M. Johnson
27 South Orange Avenue
Sarasota, Florida 34236

ARTICLE IX

OFFICERS

Section 1: The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	Gene Pillot 1212 Hillview Drive Sarasota, Florida 34239
Vice President	Robert M. Johnson 27 South Orange Avenue Sarasota, Florida 34236
Secretary	Beverly A. Pillot 1212 Hillview Drive Sarasota, Florida 34239
Treasurer	Beverly A. Pillot 1212 Hillview Drive Sarasota, Florida 34239

ARTICLE X

BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

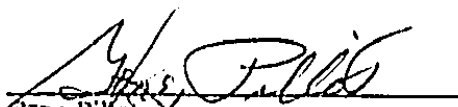
ARTICLE XI

AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a majority vote of those present.

Section 2: Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments, by a majority of those present.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 5th day of January, 1996.


Gene Pillot


Beverly A. Pillot


Robert M. Johnson

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SARASOTA BALLROOM DANCE THEATRE, INC.
2. The name and address of the registered agent and office is: Gene Pillot, 1212 Hillview Drive, Sarasota, FL 34239.

SIGNATURE _____

(corporate officer)

TITLE Resident Agent

DATE 1/11/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE 1/11/96

REGISTERED AGENT FILING FEE: \$35.00

sarball.art

FILED
96 JAN 17 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N 9160000000349

WILSON, JOHNSON, JAFFER & KUNICK, P. A.

27 SOUTH ORANGE AVENUE
SUITE ONE
SARASOTA, FLORIDA 34236

CLYDE H. WILSON (1908-1994)
ROBERT M. JOHNSON
CLYDE H. WILSON, JR.
JOHN B. JAFFER
JAMES M. KUNICK
REGISTERED PATENT ATTORNEY

TELEPHONE
(813) 955-6000

FACSIMILE
(813) 955-7353

E-MAIL: wilsonj@gate.net

April 9, 1996

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

To Whom It May Concern

Re: **SARASOTA BALLROOM DANCE THEATER, INC.**

We are enclosing an original and one copy of Amendment to Articles of Incorporation of Sarasota Ballroom Dance Theater, Inc. and request a certified copy be returned to me at the above address.

Also enclosed is our check for \$87.50 for filing fee (\$35.00) and certified copy (\$52.50).

Please contact me if you have any questions.

Very truly yours,

Robert M. Johnson
Robert M. Johnson

RMJ/jw

Encls: Amendment to Articles (2)
Check

FILED
96 APR 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FL

N. HENDON APR 16 1996

Amend.

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

SARASOTA BALLROOM DANCE THEATER, INC.
A Florida Not-For-Profit Corporation

FILED
96 APR 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In conformance with Article XI of the Articles of Incorporation of SARASOTA BALLROOM DANCE THEATER, INC., and Florida Statutes 617.1001 and 617.1006, the Directors voted to amend the Articles of Incorporation as follows:

Be resolved that the name of the corporation shall be BALLROOM DANCESPORT THEATER OF SOUTHWEST FLORIDA, INC.


Except as herein Amended the Articles of Incorporation are otherwise as originally filed and approved.

The date of adoption of the Amendment was March 15, 1996.

Member approval was not required on this amendment.


Gene Pillot, President

ATTEST:


Robert M. Johnson
Vice President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared Gene Pillot, President, and Robert M. Johnson, Vice President, to me known personally or have produced _____ to be the persons in and who executed the foregoing instrument and they acknowledged before me that they executed the same. (If no type of identification is indicated the persons are personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of April, 1996.

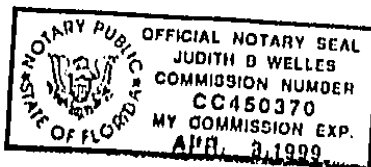
Judith B. Welles
Notary

(Notary Seal)

JUDITH B. Welles
Print Name of Notary Public

Notary Public Cert. No.:

My Commission Expires:



srball.amd