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TRANSMITTAL LETTER

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

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-04/04/96--01104--009
****131.25 ****131.25

SUBJECT: PERFORMING YOUTH COMPANY, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- | | | | |
|----------------------------------|----------------------------------|-----------------------------------|--|
| <input type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 | <input type="checkbox"/> \$122.50 | <input checked="" type="checkbox"/> \$131.25 |
| Filing Fee | Filing Fee
& Certificate | Filing Fee
& Certified Copy | Filing Fee,
Certified Copy
& Certificate |

FROM: RICHARD BRICKLEY
Name (Printed or typed)

115 WINEWOOD CT.
Address

KISSIMMEE, FLORIDA 34743
City, State & Zip

(407) 348-6816
Daytime Telephone number

FILED
96 APR -4 AH10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 10 1995

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

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be

PERFORMING YOUTH COMPANY, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

**1970 OSCEOLA PARKWAY
SUITE 197
KISSIMMEE, FLORIDA 34743**

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ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is(are)

TO PROVIDE MORAL AND FINANCIAL SUPPORT FOR LOCAL YOUTH BY ORGANIZING FINANCIAL FUNDRAISERS, DEFRAYING EXPENSES, PROVIDING SAFE EQUIPMENT AND QUALIFIED TEACHING AND CHOREOGRAPHIC STAFF; WHILE PARTICIPATING IN COMMUNITY SERVICES. THIS IS TO BE ACCOMPLISHED THROUGH VOLUNTARY INVOLVEMENT BY OUR MEMBERSHIP.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

BY A GENERAL MEETING ELECTION IN WHICH THE MAJORITY OF THE MEMBERS ARE IN ATTENDANCE.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

N/A

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

RICHARD BRICKLEY (PRESIDENT)
115 WINWOOD CT.
KISSIMMEE, FLORIDA 34743

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

ITEM #1: PRESIDENT VICE PRESIDENT/TREASURER SECRETARY
RICHARD BRICKLEY ROBIN KENNEY JOYCE HARPER
115 WINWOOD CT. 5008 MARINA DR. 6724 EDGEWORTH DR.
KISSIMMEE, FL.34743 ST. CLOUD,FL. 34771 ORLANDO,FL. 32819

ITEM #2: N/A

ITEM #6:N/A

ITEM #9/#10:

ITEM #3:RESIGNATION AND ANNUAL ELECTION

ITEM #7:N/A

(SEE ATTACHED

ITEM #4: N/A

ITEM #8:N/A

BYLAWS)

ITEM #5: DONATIONS

The undersigned incorporator has executed these Articles of Incorporation this 1st day of

APRIL, 19 96

Signature of Incorporator:

Richard Brickley

RICHARD BRICKLEY

Typed name of incorporator signing

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

PERFORMING YOUTH COMPANY, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

RICHARD BRICKLEY

(NAME)

115 WINEWOOD CT.

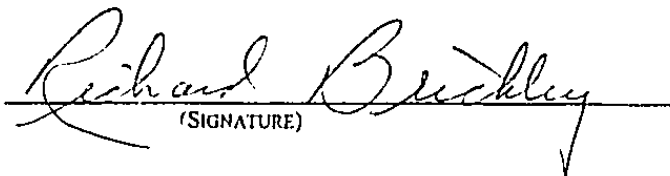
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

KISSIMMEE, FLORIDA 34743

(CITY/STATE/Zip)

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TALLAHASSEE, FLORIDA

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)

4-1-96
(DATE)

PERFORMING YOUTH COMPANY, INC
BYLAWS
1970 OSCEOLA PARKWAY
SUITE 197
KISSIMMEE, FLORIDA 34743

GOALS Our goals are multi-faceted, but not limited to:

1. Creating a respectful, positive and spirited experience for all performing Company members at all times. This will allow them to succeed in their endeavors.
2. To provide morale support for our Company Performers, such as competency certificates, various gifts and surprises, and parties throughout the year.
3. Raising funds for the Company as a whole. This would include organizing special events to raise funds for the support of the Company and its members. Positive incentives are to be given.
4. Make financial contributions to choreographers and their product.

MEMBERSHIP: The membership will consist of Company performers' parents/or guardians if performers are under 18 years of age. If performers are over 18 years of age, they are considered to be members.

Fees are as follow:

Single child in Company: \$20.00
2 or more in Company: \$30.00

PYC fees are due by October 20th. Members who have not paid the membership dues will be considered "Non-Participating Members" and will be subject to suspension.

PARTICIPATION OF "ACTIVE MEMBERS": Defined as a member who is actively involved in at least 80% of all Company activities. Every member is expected to keep a log of their own participation in Company activities.

"NON-PARTICIPATING MEMBERS": Will be reviewed by the Executive Board and may be suspended from all Company activities. Upon suspension, the Artistic Director(s) of the Raskin Company Performers may assess and review the status of the "Non-Participating Members".

MEETINGS: General membership meetings will be held on the first weekend of every month at 7:00PM, (unless otherwise posted). The

**PERFORMING YOUTH COMPANY , INC.
BYLAWS (cont'd)**

MEETINGS (cont'd):

Executive Board along with the Artistic Director(s) of the Raskin Company Performers will meet within one week of the General Membership meeting. The meeting will be run in an orderly and timely fashion at all times. Minutes of each meeting will be posted on the Bulletin Board within one week of each meeting.

EXECUTIVE BOARD:

Will consist of:

- | | |
|-------------------|--------------------------------|
| 1. President | 4. Treasurer |
| 2. Vice-President | 5. Dance Studio Representative |
| 3. Secretary | |

EXPENSES:

An Expense Report Form must be filled-out and returned to Treasurer or President of the Performing Youth Company, Inc. as soon as possible for reimbursement. Receipts are to accompany the Expense Report to determine payment. If a receipt is not submitted, payment will be evaluated by the Executive Board.

AMENDING THE BYLAWS: Our bylaws may be amended by two-thirds majority vote of the members present at a regularly scheduled monthly meetings, unless deemed and Executive/ Administrative decision.