

N9600000 5114

Corporation Name

Professional Financial Accounting, Inc.  
P.O. Box 21723  
Ft Lauderdale, FL 33356

SEP 9

600001945146  
-09/11/96-01096-007  
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| NEW FILINGS |                   |
|-------------|-------------------|
|             | Profit            |
| X           | NonProfit         |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |  |
|------------|--|
|            | Amendment                              |
|            | Resignation of R.A., Officer/ Director |
|            | Change of Registered Agent             |
|            | Dissolution/Withdrawal                 |
|            | Merger                                 |

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Report    |
|               | Fictitious Name  |
|               | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
|                            | Foreign             |
|                            | Limited Partnership |
|                            | Reinstatement       |
|                            | Trademark           |
|                            | Other               |

EFFECTIVE DATE

JAN-1-97

524

FILED  
96 OCT -2 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION  
OF  
FLORIDA FLAMINGOS YOUTH CLUB INC.

FILED  
96 OCT -2 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA NONPROFIT CORPORATION

ARTICLE ONE

EFFECTIVE DATE

JAN-1-97

The name of this corporation is:

**FLORIDA FLAMINGOS YOUTH CLUB INC.**  
5510 SW 37th Street, Davie, FL 33314

ARTICLE TWO

Corporation Nature

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations not for profit law set forth in section 617 of the Florida Statutes.

ARTICLE THREE

DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR

General and Specific Purpose

The specific and primary purposes for which this corporation is formed are:

- a) For the advancement of education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b) To operate as a school teaching art of baton twirling, marching, dancing, poise, and execution, and drum routine.
- c) To operate exclusively in any other manner for such educational purpose as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

## ARTICLE FIVE

### Management of Corporate Affairs

(a) **Board of Directors:** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be three (3), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held 8:00 P.M. on October 1st of each year at 5510 S.W. 37th Street, Davie, Broward County, Florida 33314, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of the law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and address of such initial members of the Board of Trustees are as follows:

| <u>NAME</u>         | <u>ADDRESS</u>                               |
|---------------------|--|
| Michel G. Prevatt   | 5510 SW 37th Street, Davie<br>Florida, 33314 |
| Michelle C. Whitman | 6270 SW 41st Place, Davie<br>Florida, 33314  |
| Shirley F. Prevatt  | 5510 SW 37th Street, Davie<br>Florida, 33314 |

The term "Trustees" is synonymous with the term "Director" throughout these Articles of Incorporation.

(b) **Corporate Officers.** The Board of Trustees shall elect the following officers; President, Vice-President, Secretary, Treasurer, and such other officers as bylaws of this corporation may authorize be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

NAME \_\_\_\_\_ ADDRESS \_\_\_\_\_

PRESIDENT: Shirley F. Prevatt 5510 SW 37th Street  
Davie, Florida 33314

VICE-PRESIDENT: Michel G. Prevatt 5510 SW 37th Street  
Davie, Florida 33314

SECRETARY: Michelle C. Whitman 6270 SW 41st Place  
Davie, Florida 33314

TREASURER: Michelle C. Whitman 6270 SW 41st Place  
Davie, Florida 33314

## ARTICLE SIX

### Earnings & Activities of Corporation

(a) 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 in Article Four hereof.

(b) 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.

(c) Notwithstanding any other provision of these articles, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 107 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

(d) 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 SEVEN

### Distribution of Assets

Upon dissolution of the corporation, the Boars of Trustees shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 ( or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes.

## ARTICLE EIGHT

### Membership

- (a) The corporation shall have one class of members and no more than one membership may be held by one person. The rights and privileges of all members shall be equal. Each member shall be entitled to vote.
- (b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Trustees may from time adopt, is eligible for membership.
- (c) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees.

## ARTICLE NINE

### Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

| <u>NAMES</u>        | <u>ADDRESS</u>                              |
|---------------------|---|
| Michel G. Prevatt   | 5510 SW 37th Street<br>Davie, Florida 33314 |
| Michelle C. Whitman | 6270 SW 41st Place<br>Davie, Florida 33314  |
| Shirley F. Prevatt  | 5510 SW 37th Street<br>Davie, Florida 33314 |

## ARTICLE TEN

### Amendment of Bylaws

Subject to the limitation contained in the Bylaws, and any limitations set forth in the corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

## ARTICLE ELEVEN

### Dedication of Assets

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individuals.

## ARTICLE TWELVE

### Registered Agent and Office

The address of the corporation's registered office shall be:

5510 SW 37th Street Davie, Florida 33314

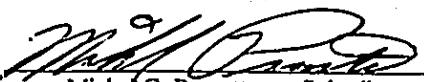
and the name of its registered agent shall be ; Shirley F. Prevatt

## ARTICLE THIRTEEN

### Amendment of Articles

Amendment to these Article of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporations of this corporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida have executed these Articles of incorporation, this 10 day of Sept, 1996.

  
Michel G. Prevatt      Subscriber

  
Michelle C. Whitman      Subscriber

  
Shirley F. Prevatt      Subscriber

## ARTICLE FOURTEEN

This Non Profit Corporation shall commence its existance upon the 1st day of January, 1997.

STATE OF FLORIDA:  
County of Broward: SS

BEFORE ME, the undersigned authority, personally appeared Michel G. Prevatt, Michelle C. Whitman, and Shirley F. Prevatt to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of September 1996.

*Michel G. Prevatt*  
NOTARY PUBLIC, STATE OF FLORIDA  
at large

My Commission Expires:

OFFICIAL NOTARY SEAL  
SHEILA A MODAS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC279203  
MY COMMISSION EXPIRES MAY 15, 1997

CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT FLORIDA FLAMINGOS YOUTH CLUB, INC., (is not for profit organization), desiring to organize or qualify under the laws of the State of Florida, with principal place of operation of this organization being in the City of Davie, County of Broward, State of Florida, as its agent to accept service of process within Florida

*Shirley F. Prevatt*  
Shirley F. Prevatt

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS  
FOR THE ABOVE STATED CORPORATION, AT THE PLACES  
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

*Shirley F. Prevatt*  
SHIRLEY F. PREVATT

DATED: