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October 17, 1996

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CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Venice Dance Ensemble, Inc.

100001982251--8
-10/22/96--01037--010
****122.50 ****122.50

Ladies/Gentlemen:

EFFECTIVE DATE

10-14-96

Enclosed, in accordance with Chapter 608, Florida Statutes, please find the original and one (1) copy of the executed Articles of Incorporation for the above-named entity for filing with your office. We have enclosed our check in the amount of One Hundred Twenty-two Dollars and 50/100 (\$122.50) to cover the following fees:

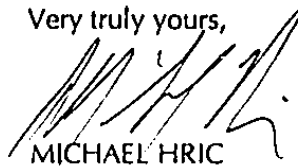
Filing:	\$ 35.00
Certified Copy:	52.50
Registered Agent Designation:	35.00
	<u>\$122.50</u>

FILED
OCT 21 PM 2:14
TALLAHASSEE
FLORIDA

Kindly forward to the undersigned the certified copy of the Articles of Incorporation, as filed, at your earliest convenience.

Should you have any questions, please feel free to contact our office. Thank you for your assistance in this matter.

Very truly yours,


MICHAEL HRIC

AL OCT 24 1996

MH:mdh
Enclosures

ARTICLES OF INCORPORATION

OF

VENICE DANCE ENSEMBLE, INC.

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The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1

EFFECTIVE DATE

10-14-96

NAME

The name of the corporation shall be VENICE DANCE ENSEMBLE, INC. For convenience, these Articles of Incorporation shall be referred to as the "Articles" and the Bylaws of the Corporation shall be referred to as the "Bylaws".

ARTICLE 2

NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or held for the benefit of Members, Directors or Officers.

ARTICLE 3

PURPOSE

The purposes for which the Corporation is organized, and the objectives to be exclusively carried on and promoted by it, are as follows:

- (a) To be irrevocably dedicated and operated exclusively for purposes described in and contemplated by the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
- (b) To provide advance education, experience and training for professional, semi-professional, amateur and students of dance by way of actual performances in the Southwest Florida and Sarasota County area and to organize programs, hold auditions, rehearsals and classes for dancers, to utilize and train persons in production, lighting, set designers, costuming and allied jobs and skills in connection with offering dance programs.

- (c) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- (d) 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 3 hereof. 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 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (e) The Corporation will accomplish the aforementioned purposes through:
 - 1. The encouragement, solicitation, receipt, administration, use and disposition of gifts and bequests of property and funds to establish memberships in the corporation;
 - 2. determining, establishing and setting the initial contributions for memberships and the annual dues, if any, for continuing membership in the Corporation;
 - 3. acquiring by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein;
 - 4. in general, exercising any, each and every power incidental, necessary or desirable to the purposes of this Corporation in order to accomplish said purposes, including trust powers, which a corporation not for profit

organized under the laws of Florida for the purposes herein set forth can be authorized to exercise.

ARTICLE 4

LIMITATIONS ON POWERS

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

4.1 General: The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Bylaws of the Corporation, the Act and shall have all powers conferred by the laws of the State of Florida necessary or desirable and consistent with Section 501(c)(3) of the Internal Revenue Code of 1986.

4.2 Distribution of Income; Dissolution: No part of the net earnings or net income of the Corporation shall inure to the benefit of or otherwise be distributed to any Member, Director or Officer of the Corporation, and no Member, Director or Officer of the Corporation shall receive any recurring benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation and the use, payment or distribution of the net earnings or net income in furtherance of the purposes set forth in Article 3.

ARTICLE 5

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 6

SUBSCRIBER/INCORPORATOR

The names and address of the subscribers to these Articles, each of which is at least twenty-one (21) years old and competent to contract, are as follows:

Name

Address

Marjorie Jones

1822 Ironwood Court, Venice, FL 34293

ARTICLE 7

OFFICERS

The affairs of the Corporation shall be administered by the individuals holding the corporate offices as provided in the Bylaws. The Officers shall be elected by the Board of Directors from the Members of the Corporation at its first meeting following the annual meeting of the Members of the Corporation and may be removed by the Board of Directors at such time and in such manner as may be prescribed in the Bylaws. The Bylaws shall provide for the removal from office of officers, for filling vacancies, for the duties of each officer and for such other officer deemed appropriate by the Board of Directors. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are as follows:

<u>President/Secretary:</u>	Marjorie Jones
<u>Vice President:</u>	Alfred F. Jones
<u>Treasurer:</u>	Charles F. Wheeler

ARTICLE 8

DIRECTORS

8.1 Number and Qualification: The number of Directors may be increased or decreased by the Directors from time to time in accordance with the Bylaws but shall never be less than three (3) nor more than fifteen (15). The then serving Directors shall elect the Directors at their annual meeting. The Bylaws may provide for ex officio and honorary Directors along with their rights and privileges.

8.2 Duties and Powers: All powers of the Corporation shall be exercised by or under the authority of and the affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The management of this Corporation and all of the duties and powers of the Corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors and its agents, contractors or employees.

8.3 Election; Removal: Except as hereinafter provided, Directors of the Corporation shall be elected at their annual meeting in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed with or without cause by a majority of votes of the Directors and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Any Director removed from office shall not again become a Director before the next annual meeting of the Board of Directors.

8.4 Initial Directors: The names and addresses of the Initial Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Marjorie Jones	1822 Ironwood Court, Venice, FL 34293
Alfred Jones	1822 Ironwood Court, Venice, FL 34293
Charles F. Wheeler	609 S. Tamiami Trail, Venice, FL 34285
Lynne Winslow	300 Bahama Road, Venice, FL 34295
Connie Winslow	200 N. Oxford Drive, Englewood, FL 34223

ARTICLE 9

BYLAWS

The first Bylaws of the Corporation shall be made and adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws by the Board of Directors in any manner not inconsistent with these Articles, as amended from time to time hereafter, or contrary to law.

ARTICLE 10

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

10.1 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

10.2 Adoption: A resolution for the adoption of a proposed amendment may be proposed either by not less than twenty-five percent (25%) of the Board of Directors. Directors and members not present at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be: by not less than a majority of all of the Board of Directors of the Corporation represented at a meeting at which a quorum thereof has been attained.

10.3 Limitation: No amendment shall be made that is in conflict with the Act, the Bylaws or Section 501 (c)(3) of the Internal Revenue Code of 1986.

10.4 Recording: A copy of each such amendment shall be filed with the Secretary of State pursuant to the applicable provisions of Florida law.

ARTICLE 11

NONSTOCK BASIS/MEMBERS

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation. This Corporation shall not have members.

ARTICLE 12

INDEMNIFICATION

In the manner specified in the Bylaws from time to time, when the Corporation shall indemnify each Officer and Director, including every former Officer and Director, permitted by the Florida Not For Profit Corporation Act and when permissible and not inconsistent with the foregoing, the Florida General Corporation Act, for any act or failure to act, duty assumed or other obligation performed by each such person while serving as an Officer or Director of the Corporation.

ARTICLE 13

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 14

INITIAL REGISTERED AGENT AND OFFICE

The street address of the Corporation's initial registered office is 261 S. Tamiami Trail, Venice, FL 34285, and the name of the initial registered agent of this Corporation at that address is Marjorie Jones. The initial principal place of business of the Corporation is 261 S. Tamiami Trail, Venice, FL 34285.

ARTICLE 15

NONDISCRIMINATION

The activities and services of the corporation shall not be rendered nor denied to anyone because of race, religion, sex or national origin.

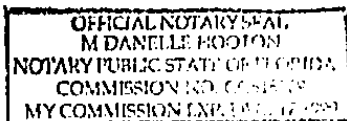
IN WITNESS WHEREOF, the subscriber has signed these Articles of Incorporation on this 14 day of Oct, 1996.

Marjorie Jones
MARJORIE JONES

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, personally appeared, Marjorie Jones, to me well known to me or produced the following identification _____, to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed and did not take an oath.

WITNESS my hand and official seal this 14TH day of October, 1996.



M. Danielle Houston
Notary Public
Name Printed: M. DANIELLE HOUSTON
My Commission Expires: 12/17/99
My commission No. 005189129

Acceptance by Registered Agent of such designation and agreement to perform the duties of such office is attached hereto and is incorporated as an integral part of these Articles of Incorporation..

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is Venice Dance Ensemble, Inc.
2. The name and address of the registered agent and office is:

Marjorie Jones
1822 Ironwood Court
Venice, FL 34293

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Marjorie Jones
MARJORIE JONES

10/14/96
DATE