

N 96000005520

MATHEWS RAILEY DeCUBELLIS & GOODWIN

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OF COUNSEL:
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October 10, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

File: Oct. 16

4000001971734
-10/11/96--01064--004
*****70.00 *****70.00

Re: THE SPECIAL STARS CLUB, INC.

Dear Sir/Madam:

I enclose Articles of Incorporation for filing. Also enclosed is our check in the amount of \$70.00, broken down as follows:

Filing Fee:	\$35.00
Registered Agent Fee:	35.00
TOTAL	\$70.00

Provided herein is a photocopy of the Articles which we request you date stamp and return to us in the enclosed self-addressed, stamped envelope.

Should you have any questions, please contact the undersigned.

Very truly yours,

MATHEWS RAILEY DeCUBELLIS & GOODWIN, P.A.

Daniel L. DeCubellis

Betty Kay

DLD:bkc
Enclosures

W96-21815

FILED
96 OCT 15 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1996

DANIEL L. DECUBELLIS
P.O. BOX 4976
ORLANDO, FL 32802-4976

SUBJECT: THE SPECIAL STARS CLUB, INC.
Ref. Number: W96000021815

We have received your document for THE SPECIAL STARS CLUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 496A00047117

MATHEWS RAILEY DeCUBELLIS & GOODWIN

FRANK M. DEDELL
DANIEL L. DeCUBELLIS
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OF COUNSEL:
LYNN WALLEN WRIGHT
2710 NEW CIRCLE, SUITE 102
POST OFFICE BOX 419
OCOCHEE, FLORIDA 34761
TELEPHONE (407) 886-8800
TELECOPIER (407) 886-8808

October 24 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTENTION: Sandy Ng

Re: THE SPECIAL STARS CLUB, INC.
Ref. Number: W96000021815

Dear Sandy:

In accordance with your letter dated October 15, 1996, revised Articles of Incorporation are enclosed for filing. The Articles are revised as follows:

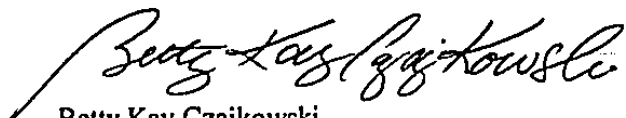
1. Article XIII now includes the principal office and mailing address of the corporation; and
2. Article VI, second paragraph, now includes the manner in which directors are elected or appointed.

Please date stamp the enclosed copy of the Articles and return them to us in the enclosed self-addressed, stamped envelope.

Sandy, thank you for your continued assistance on this one. Please call if you have any questions.

Very truly yours,

MATHEWS RAILEY DeCUBELLIS & GOODWIN, P.A.



Betty Kay Czajkowski
Secretary to Daniel L. DeCubellis

:bkc
Enclosures

ARTICLES OF INCORPORATION
OF
FLORIDA NONPROFIT CORPORATION

FILED
95 OCT 16 AM 11:03
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name

The name of this corporation is

THE SPECIAL STARS CLUB, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the *Florida Statutes*.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

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

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. For the establishment of a club to promote education of and interaction among mentally and physically handicapped children.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes 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, as amended, including private foundations and private operating foundations.

ARTICLE V

Membership Certificates

A. This corporation shall be authorized to issue 10,000 membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such shares are restricted in the manner described in the by-laws or any agreement between the members, and that a copy of such by-laws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI

Board of Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three, provided, however, that such number may be changed by the By-Laws duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until their successors are elected or appointed pursuant to the By-Laws of the corporation.

Directors 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 Directors and until the qualification of successors in office. Annual meetings shall be held annually in January at the premises of the corporation, or at such other place or places as the Board of Directors may designate from time to time.

Any action required or permitted to be taken by one Board of Directors under any provision of 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 proceedings 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 Directors. 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 Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Farzana H. Hanif	7760 Sugar Bend Dr., Orlando, FL 32819
Shama H. Hanif	7760 Sugar Bend Dr., Orlando, FL 32819
Hamid Hanif	7760 Sugar Bend Dr., Orlando, FL 32819

ARTICLE VII

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 IV 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 by (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 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision 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 VIII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the 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 organization or 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 provision of any future United States Internal Revenue Law), as the Board of Directors 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 or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Membership

The qualification for members and the manner of their admissions shall be regulated by the by-laws for this corporation.

ARTICLE X

Subscriber and Incorporator

The name and residence address of the Subscriber and Incorporator of this corporation is as follows:

Name

Address

Farzana H. Hanif

7760 Sugar Bend Dr., Orlando, FL 32819

ARTICLE XI

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, 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, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

Dedication of Assets

The property of this corporation is irrevocably dedicated to religious, educational, charitable 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 individual.

ARTICLE XIII

Registered Agent and Office

The address of the corporation's registered office shall be 7760 Sugar Bend Drive, Orlando, Florida 32819 and the name of its registered agent at said address shall be Farzana H. Hunif. The corporate principal office and mailing address is 7760 Sugar Bend Drive, Orlando, Florida 32819.

ARTICLE XIV

Amendment of Articles

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XV

Distribution of Assets Upon Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I, the undersigned, being the Subscriber and Incorporator 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 16th day of October, 1996.

WITNESSED BY:

Betty Kay Czajkowski
Print: BETTY KAY CZAJKOWSKI

Farzana H. Hanif
Farzana H. Hanif, Incorporator

Susan Pfeffer
Print: SUSAN PFEFFER

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of October, 1996, by Farzana H. Hanif, who is personally known to me or who has produced as identification and who did not take an oath.

NOTARY PUBLIC:



BETTY KAY CZAJKOWSKI
My Commission CC342944
Expires Feb. 08, 1998
Bonded by HAI
800-422-1888

Sign: Betty Kay Czajkowski
Print: BETTY KAY CZAJKOWSKI
State of Florida at Large (Seal)

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the Registered Agent of THE SPECIAL STARS CLUB, INC.

Dated: Oct. 16, 1996

Farzana H. Hanif
Farzana H. Hanif

96 OCT 16 AM 11:03
TALLAHASSEE, FLORIDA