

# N96000005575

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)  
425-5625

700001988857-0  
-10/29/96--01098--016  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

FILED  
96 OCT 29 PM 3:35  
TALLAHASSEE, FLORIDA

## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Peggy Brown's Encore Dance Company  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

1:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W96-22955

Examiner's Initials W



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 29, 1996

HOLLAND AND KNIGHT

TALLAHASSEE,

SUBJECT: PEGGY BROWN'S ENCORE DANCE COMPANY  
Ref. Number: W96000022955

We have received your document for PEGGY BROWN'S ENCORE DANCE COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 396A00049803

*Please  
Give Oct 29 File Date!*

HOLLAND & KNIGHT  
WALK IN  
PICK UP AT 1:00

**ARTICLES OF INCORPORATION  
OF  
PEGGY BROWN'S ENCORE DANCE COMPANY**

**FILED**  
95 OCT 29 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be Peggy Brown's Encore Dance Company (the "Corporation").

**ARTICLE II - PURPOSES**

The Corporation is organized for the purpose of creating a company of dance performers who will perform for students, the elderly and other individuals and groups in the community who may have had limited exposure to dance as an art form, and who may offer dance instruction, and for the additional purposes of engaging in such other transactions as may be necessary or incidental to the pursuit and accomplishment of the foregoing and of transacting any or all lawful business for corporations organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, including without limitation the exercise of the powers described in Section 617.0302 of the Florida Statutes.

**ARTICLE III - MEMBERSHIP**

The membership of this Corporation shall be as provided in and regulated by the Bylaws.

The election or appointment of the directors will be provided in the Bylaws.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 11496 Pierson Road, C-8, Wellington, Florida 33414, and the name of the initial registered agent of the Corporation at that address is Peggy Brown.

**ARTICLE V - MAILING ADDRESS**

The mailing address of the Corporation is 11496 Pierson Road, C-8, Wellington, Florida 33414.

## **ARTICLE VI - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is David L. Perry, Jr., P.A., 625 N. Flagler Drive, Suite 700, West Palm Beach, Florida 33401.

## **ARTICLE VII - DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be transferred to a trust or other entity organized and operated exclusively for the purpose of continuing the pursuit of the purposes of the Corporation described in Article II, which trust or other entity has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and if no such entity exists, then to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any future United States internal revenue law.

## **ARTICLE VIII - LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

If the Corporation is characterized as a private foundation within the meaning of Section 509 of the Code, the Corporation, during the period of such characterization (i) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject it to tax under Section 4944; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any future United States internal revenue law, or (b) by a corporation, contributions to which are

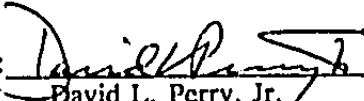
deductible under Section 170(c)(2) of the Code or corresponding provisions of any future United States internal revenue law.

**ARTICLE IX - BYLAWS; AMENDMENTS**

The board of directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of October, 1996.

DAVID L. PERRY, JR., P.A.

By:   
David L. Perry, Jr.  
President

WPB-57324

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

W I T N E S S E T H:

That Peggy Brown's Encore Dance Company, desiring to organize under the laws of the State of Florida, has named Peggy Brown as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at 11496 Pierson Road, C-8, Wellington, Florida 33414, 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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 25 day of September, 1996.

  
Peggy Brown  
Registered Agent

WPB-54559

FILED  
96 OCT 29 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# N96000005575

DEPT MEMORANDUM

\*\*\*\*\*  
 FOR OFFICIAL USE  
 DATE 11-18-96 NUMBER 7/1  
 DEPARTMENT OF STATE  
 STATE OF FLORIDA  
 OFFICE OF STATE TREASURER  
 TALLAHASSEE FLORIDA  
 \*\*\*\*\*

FUND	AMOUNT	REASON RETURNED	KEY #	
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	
TRUST	1,002.50	ACCOUNT CLOSED	2	2
OTHER		UNCOLLECTED FUNDS	3	
TOTAL	1,002.50	OTHER	4	

CROSS REF	SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	60.00
12	45-20-2-130001-45300000-00-000100-00	2	70.00
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00

GRAND TOTAL: \$ 1,002.50

71710-C

RECEIVED  
 NOV 19 PM 3:26  
 FINANCIAL MANAGEMENT

000002025130--2  
 -12/10/96--01040--007  
 \*\*\*\*137.50 \*\*\*\*137.50

Process Date: 11/04/96  
 The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer