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## FLORIDA DIVISION OF CORPORATIONS

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441-8617

NAME: AFFIRMATION CENTRE FOR BALLET ARTS, INC.

AUDIT NUMBER.....H97000020964

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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**ARTICLES OF INCORPORATION**  
**OF**  
**AFFIRMATION CENTRE FOR BALLET ARTS, INC.**  
**A NONPROFIT CORPORATION**

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certify:

**ARTICLE I**  
**NAME, ADDRESS**

The name of this corporation is AFFIRMATION CENTRE FOR BALLET ARTS, INC. The mailing address of the corporation is: 1210 - 74th Street North, St. Petersburg, Florida 33710. The address of the corporation's principal office is: 1210 - 74th Street North, St. Petersburg, FL 33710.

**ARTICLE II**  
**DURATION**

The duration of this corporation is perpetual.

**ARTICLE III**  
**PURPOSES, RIGHTS AND POWERS**

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in Internal Revenue Code Section 501(c)(3).

2. This Corporation provides continued technical and spiritual training of dancers who are primarily youths, for the cultural development of minors.

3. 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 be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code.

Stephanie T. Marquardt, Esq.  
911 Chestnut Street  
Clearwater, Florida 33757  
(813) 461-1818  
FL Bar No. 982628

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5. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

#### **ARTICLE IV LIMITATIONS**

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code.

#### **ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION**

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively for charitable and educational purposes to one or more qualified organizations as defined hereinabove.

#### **ARTICLE VI MEMBERS: DIRECTORS**

1. The Corporation shall have members whose qualifications and voting rights shall be set forth in this Corporation's Bylaws. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws.

2. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

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3. Throughout the duration of the Corporation, there shall never be fewer than three (3) directors. The persons who shall serve until the first election of Directors are as follows:

<u>Name</u>	<u>Address</u>
Andrea Davis-Sanders	1210 - 74th Street North St. Petersburg, FL 33710
Donald R. Sanders	1210 - 74th Street North St. Petersburg, FL 33710
Tricia S. Collins	1210 - 74th Street North St. Petersburg, FL 33710

#### **ARTICLE VII**

##### **OFFICERS**

1. Officers. The officers of this Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary. Any two offices may be held by the same person except the offices of President and Secretary.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Initial Officers. The persons who shall serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Donald R. Sanders	President
Andrea Davis-Sanders	Vice President/Treasurer
Tricia S. Collins	Secretary

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**ARTICLE VIII**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

**ARTICLE IX**  
**BYLAWS**

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds of a quorum of the Directors.

**ARTICLE X**  
**INTERNAL REVENUE CODE SECTIONS**

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

**ARTICLE XI**  
**INDEMNIFICATION**

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

**ARTICLE XII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 1210 - 74th Street North, St. Petersburg, Florida 33710, and the name of the initial registered agent of this Corporation at that address is Andrea Davis-Sanders.

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**ARTICLE XIII  
INCORPORATOR**

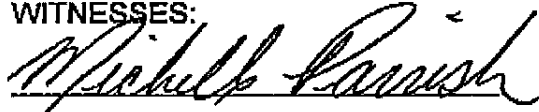
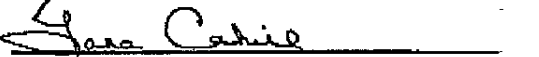
The name and address of the person signing these Articles is:

NameAddress

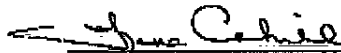
Andrea Davis-Sanders

1210 - 74th Street North  
St. Petersburg, Florida 33710IN WITNESS WHEREOF, the undersigned has subscribed her name this 19<sup>th</sup>  
day of December, 1997, at St. Petersburg, Pinellas County, Florida.

WITNESSES:

  
  
ANDREA DAVIS-SANDERSSTATE OF FLORIDA )  
COUNTY OF PINELLAS )Subscribed and sworn to before me on this 19<sup>th</sup> day of DECEMBER, 1997, by  
ANDREA DAVIS-SANDERS, who:☒ (a) is personally known to me

OR

☐ (b) who has produced a \_\_\_\_\_ (type of identification) as  
identification.

(Signature of Notary Public)

My commission expires:

0146189.01

LANA CAHILL  
MY COMMISSION # 00410167 EXPIRES  
November 2, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, AFFIRMATION CENTRE FOR BALLET ARTS, INC., desiring to organize under the laws of the State of Florida, hereby designates ANDREA DAVIS-SANDERS at 1210 - 74th Street North, St. Petersburg, Florida 33710, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
ANDREA DAVIS-SANDERS

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TALLAHASSEE, FLORIDA

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