

Charter Number Only

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CARLOS TRIOY  
Requestor's Name  
999 Ponce de Leon Blvd #1110  
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CORRAL GABLES, FL 33134  
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CORPORATION(S) NAME

Edwin Holland Dance Ensemble, INC

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99 JAN 12 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> Profit               | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input checked="" type="checkbox"/> NonProfit |  |   |
| <input type="checkbox"/> Foreign              | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership  | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement        | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy       | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready      | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION OF

EDWIN HOLLAND DANCE ENSEMBLE, INC.

A Non-Profit Corporation

We the undersigned hereby associate ourselves together for the purpose of forming a corporation, not for profit, under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be EDWIN HOLLAND DANCE ENSEMBLE, INC. herein after referred to as the Corporation.

ARTICLE II

The corporation is organized pursuant to the provisions of the General Non-Profit Corporation law of the State of Florida and shall have perpetual existence.

ARTICLE III

Principal office for the transaction of business of this corporation is to be located at 13631 N.W. 7th Ave., North Miami, Florida 33168.

ARTICLE IV

PURPOSE

The purpose for which the Corporation is incorporated are exclusively charitable, educational, and scientific subject to the General Laws of the Federal, State and Local Governments.

To aid, support, and assist by gifts, technical assistance, contributions of every kind and nature. Other corporations, funds and foundations operating exclusively, for religious, scientific, educational and literary and charitable purposes. There shall be no disbursement of the net earning to any individual or personal interest and that no substantial part of the activities of the Corporation shall be involved in propaganda or otherwise attempting to influence legislation.

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Further, to do any and all lawful activities necessary to the fulfillment of our above stated purpose, objectives and goals either directly or indirectly, through Joint-Ventures with others whether they be natural or unnatural persons, foundations, government bodies, agencies, etc.

#### ARTICLE V

The powers, Authority and responsibilities of the Corporation shall be vested in the Board of Directors consisting not more than 15 or less than 3 members. The powers shall include, but not be limited to:

- 1) Manage, control, and supervise the business affairs of the Corporation.
- 2) Conduct elections and make appointments for the perpetuation of the Board and staff.
- 3) Adopt and establish necessary rules and regulations for the effective and successful operation of the Corporation.
- 4) To conduct periodic meetings at which the public is encouraged and invited to attend.
- 5) Employ a Director and necessary staff. Fix all officers and staff salaries, and prescribe their job descriptions.

The number of Directors may be fixed or changed from time to time by amendment of the Articles of Incorporation of this Corporation or by amendment of the Bylaws of this Corporation adopted by the Vote or written assent of the Members of the Corporation entitled to exercise a majority of the voting power, or the vote of a majority of the quorum at a meeting of the Members called pursuant to the Bylaws.

#### ARTICLE VI

No substantial part of the activities of the Corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry any other activities not permitted to be carried on by the corporation exempt from federal and state income taxes under section 501 (c) (3) of the Internal Revenue Code of 1954 and appropriate section of applicable State law as the same may be amended from time to time.

#### ARTICLE VII

Board members shall be elected or appointed in the manner and in accordance with the method provided for in the Bylaws, which shall conform to the provisions of Florida Statutes.

The number of initial directors constituting the Corporation's Board of Directors shall be 3 until the first annual meeting of the corporation, at which time directors shall be elected. The following persons shall serve as directors until the first annual meeting:

EDWIN HOLLAND	13631 N.W. 7th Ave. North Miami, FL 33168
GAILE HOLLAND	850 N.W. 149th Terrace Miami, FL 33168
SORAYA AUDAIN	2130 N.W. 132nd Street Miami, FL 33168

#### ARTICLE VIII

The names of the initial officers who are to serve until the first annual meeting are as follows:

President: EDWIN HOLLAND

Vice President\Asst. Secy: GAILE HOLLAND

Secretary: SORAYA AUDAIN

Treasurer: EDWIN HOLLAND

The authorized number, and qualifications of the members of the Corporation, the different classes of membership if any, the property, voting and other rights and privileges of Members and their liabilities to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

#### ARTICLE X

The Corporation is formed solely for charitable, educational, scientific purpose(s). The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the Members thereof, or to any individual, 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 its specific and primary purpose(s). The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational, scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of the Directors, Officers, or Members thereof or to the benefit of any individual.

ARTICLE XI

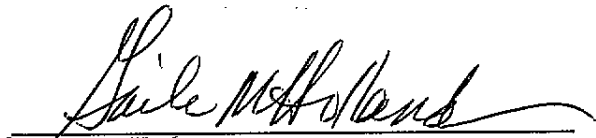
Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to a non-profit organization and used exclusively to accomplish the general purpose for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the County in which the Corporation's principal office is located, upon petition therefor the Attorney General or by any person concerned in the liquidation.

ARTICLE XII


The name and street address of the persons signing those Articles of Incorporation are:



EDWIN HOLLAND  
850 N.W. 149th Terrace  
Miami, FL 33168



GAILE HOLLAND  
850 N.W. 149th Terrace  
Miami, FL 33168



SORAYA AUDAIN  
2130 N.W. 132nd Street  
Miami, FL 33168

ARTICLE XIII - REGISTERED AGENT

The street address of the initial registered office of this corporation is 850 N.W. 149th Terrace, Miami, Florida 33168 and the name of the initial registered agent of this corporation is EDWIN HOLLAND.

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

SS: -

The foregoing Articles of Incorporation of EDWIN HOLLAND DANCE ENSEMBLE, INC. were acknowledged before me this 11 day of JANUARY, 1999, by EDWIN HOLLAND, GAILE HOLLAND, and SORAYA AUDAIN as Incorporators.



TERRY V. PERCY  
COMMISSION # CC 535681  
EXPIRES MAR. 02, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

*T. B.*

Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for EDWIN HOLLAND DANCE ENSEMBLE, INC. at the place designated in the Articles of Incorporation, EDWIN HOLLAND agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, is familiar with, and accepts the obligations provided for in Section 607.325 of the Florida Statutes.

Date: \_\_\_\_\_

1/11/99

*Edwin Holland*  
EDWIN HOLLAND

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99 JAN 12 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA