

Billie Tarnove
Attorney

199000000452

Suite 102
2810 East Oakland Park Blvd.
Fort Lauderdale, FL 33306
(954) 527-0058
fax (954) 565-2047

January 19, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Miami Norland Senior High School Alumni Association, Inc.

Dear Sir/Madam:

000002748610--9
-01/20/99--01094--017
****122.50 *****78.75

Enclosed are the following:

1. Original and one (1) copy of Articles of Incorporation;
2. Check in the amount of \$122.50; and
3. Return envelope.

Please file the enclosed articles and return a certified copy to our office in the enclosed envelope.

Please do not hesitate to contact me if you have any questions.

Very truly yours,

Billie Tarnove
BILLIE TARNOVE

BTM:kb
Enclosure(s)

PLEASE FILE JANUARY 21.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 20 PM 6:51

1-25-99
WS

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION OF
MIAMI NORLAND SENIOR HIGH SCHOOL
ALUMNI ASSOCIATION, INC.**

The undersigned by these Articles associates themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

I.

The name of the corporation, hereinafter called the "Corporation," shall be Miami Norland Senior High School Alumni Association, Inc. and its principal place of business shall be 2141 SW 52 Avenue, Plantation, Florida 33317.

II.

A. The purposes for which the Corporation is to be organized are to promote the welfare of the high school with which it is affiliated, is organized to promote the welfare of the high school and to establish a college scholarship fund for the high school students graduating from Miami Norland Senior High School and to improve the quality of life for the students at Miami Norland Senior High School and is in accordance with the requirements of a corporation under 501(c)(3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the bylaws of the Corporation, or any laws applicable thereto. To enhance the cultural, educational and information environment of the community by providing dance education and programming.

III.

The registered office of the Corporation and its registered agent to accept service of process with the State is Billie Tarnove located at 2810 East Oakland Park Boulevard, Suite 102, Fort Lauderdale, FL 33306.

IV.

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation,

or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 any political campaign on behalf of any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to dance, charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

V. Term

This Corporation shall exist perpetually, unless terminated by due process of law. The effective date is January 21, 1999.

VI. Members

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

VII. Subscribers

The name and residence of the initial subscriber to these Articles of Incorporation is:

Billie Tarnove
2810 East Oakland Park Boulevard, Suite 102
Fort Lauderdale, FL 33306

**VIII.
Director**

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three directors.

B. Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The name and address of the member of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, is as follows:

Mimi Houston
2141 SW 52 Avenue
Plantation, FL 33317

Barbara Goodman
301 Holly Lane
Plantation, FL 33317

Shelley Bass Simon
21431 Highland Lakes Boulevard
North Miami, FL 33179

Paula Ross
2450 NE 202 Street
North Miami Beach, FL 33180

Renee Mosier
8910 NW 23 Street
Pembroke Pines, FL 33024

Marianne LaBell
1251 NW 94 Avenue
Plantation, FL 33322

**IX.
Board of Honorary Trustees**

A Board of Honorary Trustees composed of not more than 50 prominent men and women may be selected in the manner and for such duties as shall be provided and set forth in the bylaws, provided, however, that said Board of Honorary Trustees shall constitute only an advisory board to consult and advise with said Board of Directors.

**X.
Officers**

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.

C The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

D. The name of the officers who shall serve as the Board of Directors are as follows:

Mimi Houston - President
Renee Mosier - Vice President
Shelley Bass Simon - Secretary
Paula Ross - Assistant Treasurer
Barbara Goodman - Treasurer
Marianne LaBell - Historian

**XI.
Bylaws**

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

**XII.
Amendment**

The Articles of Incorporation may be amended by a two-thirds vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the By-laws, of intention to submit such amendments to the membership of the Corporation.

**XIII.
Defense and Indemnification of
Officers and Directors**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection

with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which eh or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 19 day of January, 1999.

Billie Tarnove
Billie Tarnove
Subscriber

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set for the above, personally appeared Billie Tarnove, personally known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 19 day of January, 1999.

Karen Block
Notary Public, State of Florida

My Commission Expires:

KAREN BLOCK



Karen Block
MY COMMISSION # CC592606 EXPIRES
February 2, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

The name of the corporation is: PERPETUAL MOTION DANCE
COMPANY

The name of the Registered Agent is: Billie Tarnove

The address of the Registered Agent/registered office:

Billie Tarnove, 2810 East Oakland Park Boulevard
Suite 102
Fort Lauderdale, FL 33306

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this 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 obligations of my position as Registered Agent.


Billie Tarnove