

N99000002065

January 20, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Lisa Sallick
13778 SW 147 Circle Lane #2
Miami, FL. 33186
305-971-1283

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RE: Incorporation

To Whom It May Concern:

Please be advised that OYT ALLSTARS seeks 501 (c) 3, non profit incorporation so that it may continue to assist children by providing quality gymnastics and dance instruction, while teaching and instilling self esteem, respect, discipline, responsibility, team work, coordination, and confidence.

Please contact me if you have any questions or need further information. I thank you for prompt attention to this matter.

Sincerely,



Lisa Sallick

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99 MAR 26 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OYT ALLSTARS
CORPORATION**

FILED
99 MAR 26 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers hereby adopt the following Articles of Incorporation in order to form a not-for-profit corporation under Chapter 617, Florida Statutes.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be OYT ALLSTARS Corporation. The principal office and address of the Corporation will be 14241 SW 146th Terr., Miami, FL. 33186

**ARTICLE II
OBJECTS AND PURPOSES**

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

The objects and purposes of the Corporation shall be:

1. To provide quality gymnastics and dance instruction to children and students of all ages and level, while teaching and instilling self esteem, respect, discipline, responsibility, team work, coordination, and confidence.
2. To provide an opportunity for under-privileged youth to receive quality instruction in gymnastics and dance, scholarship opportunities, competitive programs, cultural and artistical curriculums, while teaching the importance of continued scholastic endeavors through hard work, conviction, and discipline.
3. To provide students with an opportunity to "give something back," to their community by providing free artistic and cultural performances for community institutions, organizations, and schools in the form of such activities as, "Summer In The Arts, and Christmas Specials."

4. To offer a safe, healthy, and drug-free environment by providing alternatives to negative, anti-social, and destructive activities while using the power of "positive peer pressure," to promote social, cultural, and artistic endeavors.
5. To provide scholarships to students that are ethnically diverse and representative of a wide variety of cultural and socioeconomic backgrounds.
6. To provide scholarships to students in the form of free instruction in dance and aerobics, costumes and equipment, transportation, competition dues, registration fees, and free practices and rehearsals.
7. To do any and all lawful activities which may from time to time be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

ARTICLE III **POWERS**

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV **NON-PROFIT**

The Corporation is organized exclusively for charitable and educational purposes. The Corporation shall not distribute any gains, profits or dividends to the Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes.

ARTICLE V

MEMBERS

Section 1. Membership. The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex, national origin, disability, sexual orientation or familial status. The qualifications for membership and the manner of admission to membership and removal therefrom shall be governed and regulated by the By-Laws of the Corporation.

Section 2. Meetings of Members. The By-Laws of the Corporation shall provide, among other things, for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meetings.

ARTICLE VI

DURATION

The period of duration is perpetual.

ARTICLE VII

CAPITAL STOCK

The Corporation shall have no capital stock.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of no more than nine (9) persons, at this time, but may be amended by the By-Laws; the exact number to be determined by the By-Laws. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Corporation, who shall hold office until qualified successors are duly elected and have taken office, shall be as follows:

Lenni Martinez
14241 SW 146th Terr.
Miami, FL. 33186
(305) 253-8397

Lisa Sallick
13778 SW 147 Circle Lane #2
Miami, FL. 33186
(305) 971-1283

Lexa Hernandez
15844 SW 144th CT
Miami, FL. 33177
(305) 254-0414

Section 3. Election and Duration of the Members of the Board of Directors. Except for the first Board of Directors, the members of the Board of Directors shall be elected by voting members of the Corporation at the annual meeting of the members as provided by the By-Laws. The Board of Directors will serve three (3) year terms before re-election and only one third (1/3) of the Board of Directors may be elected at a time to be staggered every year. The By-Laws may provide for the method of voting in any election and for removal from the Office of Directors. All Directors shall be members of the Corporation either individually or through and organization to which such individual belongs.

Section 4. Vacancies. If a Director shall for any reason cease to be a Director, the Board of directors at a special meeting called for such purpose may elect a successor to fill the vacancy, who shall hold office until a qualified successor has been duly elected and has taken office.

Section 5. Committees. In accordance with the By-Laws, the Board of Directors may from time to time establish other committees to facilitate the purposes and functioning of the Corporation. The powers and functions of any such committees shall be as provided by the Board of directors in establishing such committee.

ARTICLE IX
OFFICERS

Section 1. Officers Provided For. The Corporation shall have a president, a vice president, a secretary, a treasurer, and such other officers as the Board of Directors may from time to time elect.

ARTICLE X
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed only as provided in Article XI.

ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation may be adopted only by the members pursuant to notice of a meeting, whether annual or special, for such purpose. Such amendments must be pursuant to a resolution of the Board of Directors which has been duly adopted. Any such amendment must be approved by not less than sixty-six and two-thirds percent (66 2/3%) of those members voting at a meeting at which a quorum is present.

ARTICLE XII
REGISTERING AGENT

The name and address of the Corporation's Registered Agent is:

Lisa Sallick

13778 SW 147 Circle lane #2
Miami, FL. 33186
305-971-1283

ARTICLE XIII
INDEMNITY

The private property of the registered agent, director or officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever. All directors, officers, employees, and agents of the Corporation may be indemnified to the full extent permitted by law. Such indemnification may be funded through insurance or as otherwise authorized by the Board of Directors.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this day of, January 20, 1999.



Lisa Sallick

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, personally appeared the undersigned authority, the following named persons:

Lisa Sallick

All to me known to be the individual described in and who executed the foregoing instrument, and acknowledged before me that Lisa Sallick has executed the same freely and voluntarily for the purposes therein expressed.

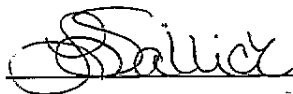
WITNESSED by my hand and official seal of Miami, said County and State, this

25 day of February 1999.

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I, Lisa Sallick, hereby accept my appointment as registered agent for OYT ALLSTARS CORPORATION, a Florida not for profit corporation.

Lisa Sallick

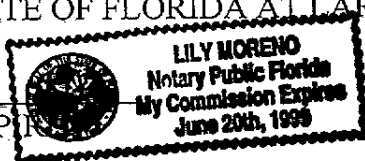


Date

2/25/99


NOTARY PUBLIC STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES



FILED
99 MAR 26 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA