

NO 0000003820

TRANSMITTAL LETTER

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

200003277102--2  
-06/05/00--01123--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: DIAMOND WATER SKI SHOW TEAM, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROBIN BLAIS-BORING  
Name (Printed or typed)

329 SEMINOLA BLVD.  
Address

CASSELBERRY, FL 32707  
City, State & Zip

407-696-5684  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00-JUN-5 AM 10:27

FILED

NOTE: Please provide the original and one copy of the articles.

Handwritten initials and date: 4-13-00

ARTICLES OF INCORPORATION  
OF  
DIAMOND WATER SKI SHOW TEAM, INC.

00 JUN -5 AM 10:27  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation shall be:

DIAMOND WATER SKI SHOW TEAM, INC.

ARTICLE II.

Address

The address of this corporation shall be 329 Seminola Blvd., Casselberry, Florida 32707, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE III.

Purposes

- (a) The general nature, objects, and purposes for which this corporation is exclusively organized and operated are to organize and develop water ski shows. This corporation shall receive and maintain funds of real and/or personal property and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its athletic, charitable, or educational purposes.

- (b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director, or 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, or 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 (including the publication or distribution of statements) any political campaign of any candidate for public office.
- (c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.
- (d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

#### Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the athletic, charitable, and educational purposes for which the corporation is organized; subject, however, to the following:

- (a) This corporation shall be operated exclusively for, and shall only have the power to perform activities exclusively within the meaning, requirements, and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.
- (b) This corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

- (c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
- (d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
- (e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent Federal tax laws.
- (f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of subsequent Federal tax laws.
- (g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE IV.

##### Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and who shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary, and a treasurer, and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may not be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws. The number of directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without of the State of Florida.

Directors and officers of this corporation may be removed with or without cause, by the members of the corporation at a meeting duly called in the manner set out in the bylaws.

ARTICLE V.

Registered Office and Registered Agent

The name of the corporation's initial registered agent at the following address is Robin Blais, and the street address of the corporation's initial registered office is 329 Seminola Boulevard, Casselberry, Florida 32707. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village, and street address of said registered office together with the name of the registered agent.

ARTICLE VI.

Subscribers

The name and address of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Twila Beyer	6375 Topsy Trail Saint Cloud, FL 34771
Charles Stanfley	8125 Bluestar Circle Orlando, FL 32819
Robin Blais - BORING	329 Seminola Blvd. Casselberry, FL 32707

ARTICLE VII.

Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons, or entities, as may from time to time be elected and admitted to membership by majority vote of the membership of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE VIII.

Directors

The name and address of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Twila Beyer	6375 Topsy Trail Saint Cloud, FL 34771
Charles Stanfley	8125 Bluestar Circle Orlando, FL 32819
Robin Blais - BORING	329 Seminola Blvd. Casselberry, FL 32707
Debbie Stanfley	8125 Bluestar Circle Orlando, FL 32819
Paul Blais	329 Seminola Blvd. Casselberry, FL 32707
Mike Mountford	1003 Candleberry Road Orlando, FL 32825
Alan Boyko	254 Shadow Bay Blvd. South Longwood, FL 32779

ARTICLE IX.

Term of Existence

The term for which this corporation is to exist shall be perpetual.

## ARTICLE X.

### Officers

The name and address of the officers of this corporation, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the directors of this corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Twila Beyer	President	6375 Topsy Trail Saint Cloud, FL 34771
Charles Stanfley	Vice President	8125 Bluestar Circle Orlando, FL 32819
Robin Blais- <del>BR106</del>	Secretary	329 Seminola Blvd. Casselberry, FL 32707
Debbie Stanfley	Treasurer	8125 Bluestar Circle Orlando, FL 32819
Paul Blais	Show Director	329 Seminola Blvd. Casselberry, FL 32707
Mike Mountford	Member at Large	1003 Candleberry Road Orlando, FL 32825
Alan Boyko	Member at Large	254 Shadow Bay Blvd. South Longwood, FL 32779

## ARTICLE XI.

### Bylaws

The bylaws of the corporation may be made, altered, or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XII.

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, add, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XIII.

Indemnification by Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission of the Board of Directors.

ARTICLE XIV.

Affiliated Transactions

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.



ARTICLE XV.

Control-Share Acquisitions

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302, and 607.1320, Florida Statutes.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 26<sup>th</sup> day of May, 2000.

Twila Beyer  
Twila Beyer

Charles Stanley  
Charles Stanley

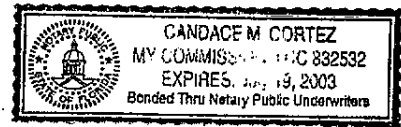
Robin Blais - BORING  
Robin Blais - BORING

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I CERTIFY that on this 26<sup>th</sup> day of May, 2000, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Twila Beyer, who is <sup>not</sup> personally known to me. FLDL# B60081854862

WITNESS my hand and official seal in the county and state name above this 26<sup>th</sup> day of May, 2000.

Candace M. Cortez  
(Notary Public)



STATE OF FLORIDA  
COUNTY OF SEMINOLE

I CERTIFY that on this 26<sup>th</sup> day of May, 2000, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Charles Stanley, who is <sup>not</sup> personally known to me. FLDL# 135115351308

WITNESS my hand and official seal in the county and state name above this 26<sup>th</sup> day of May, 2000.

Candace M. Cortez  
(Notary Public)

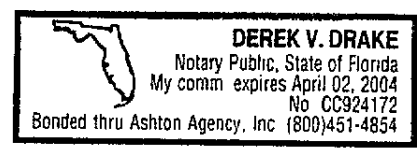


STATE OF FLORIDA  
COUNTY OF SEMINOLE

I CERTIFY that on this 01<sup>st</sup> day of June, 2000, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Robin Blais, who is personally known to me. BORING

WITNESS my hand and official seal in the county and state name above this 1<sup>st</sup> day of June, 2000.

Derek V. Drake  
(Notary Public)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

DIAMOND WATER SKI SHOW TEAM, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Casselberry, County of Seminole, State of Florida, has named Robin Blais, located at 329 Seminole Blvd., City of Casselberry, County of Seminole, State of Florida, as its agent to accept service of process within Florida.

Signature: Twila Beyer  
Twila Beyer  
Title: President  
Date: 5/26/00

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.

Signature: Robin Blais - BORING  
Robin Blais - BORING  
(Registered Agent)  
Date: 6/1/2000

00 JUN -5 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED