

TRANSMITTAL LETTER
N000000004188

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

SUBJECT: SUNCOAST HIGH SCHOOL FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500003285625--9
-06/12/00--01125--018
****122.50 *****78.75

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: Keith B. Braun, Esq.
Name (Printed or typed)
222 Lakeview Avenue, Suite 950
Address
West Palm Beach, Florida 33401
City, State & Zip
(561) 802-8960
Daytime Telephone number

09 JUN 23 AM 8:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

W-15497
gfc/19



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2000

KEITH B. BRAUN, ESQ.
222 LAKEVIEW AVE., STE. 950
WEST PALM BEACH, FL 33401

SUBJECT: SUNCOAST HIGH SCHOOL FOUNDATION, INC.
Ref. Number: W00000015497

We have received your document for SUNCOAST HIGH SCHOOL FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 400A00034687

ARTICLES OF INCORPORATION
OF
SUNCOAST HIGH SCHOOL FOUNDATION, INC.
(A Corporation Not-For-Profit)

FILED
00 JUN 23 AM 8:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts these articles of incorporation to form a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I

Name and Address

The name of the corporation shall be **SUNCOAST HIGH SCHOOL FOUNDATION, INC.** The address of its principal office and mailing address is Suncoast Community High School, 600 W. 28th Street, Riviera Beach, Fl. 33404.

ARTICLE II

Duration

The corporations shall have perpetual existence.

ARTICLE III

Purpose Clause

The Purposes for which this corporation is organized are:

A. Exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue law), and notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Sections 501(c) (3) of the Internal Revenue Code of 1986 contributions to which are deductible for federal income, gift, estate and generation-skipping tax purposes.

B. The corporation's purposes shall include, but not be limited to generating economic and community support for Suncoast Community High School and charitable, scientific, literary and educational activities exclusively for the benefits of Suncoast High School. No part of the Fund shall inure to the benefits of an individual or other non-charitable entity.

ARTICLE IV

Restrictions

A. This corporation is a nonprofit corporation organized pursuant to the Florida Not-for-Profit Corporation Act, and is created, organized, and shall be operated exclusively for educational, charitable, scientific and literary purposes.

B. This corporation does not contemplate pecuniary gain or profit to its members, directors or officers and not part of any net earnings of the corporation shall inure to the benefit of any member, director, officer or other individual; however, nothing herein shall prohibit the corporation from paying its officers and directors reasonable compensation for services rendered to or for the corporation nor from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to or for the corporation.

C. The board of directors shall at all times endeavor to operate and conduct the affairs of the corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal, income, estate and gift, and generation-skipping tax purposes under applicable law.

D. All of the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under provisions of S 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or to the United States of America, the State of Florida, the County of Palm Beach or other local government. In no event shall the assets or the property of the corporation, or the proceeds of any of such assets or property, upon dissolution, go or be distributed to members (unless they or its qualifies under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended), either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

ARTICLE V

Capital Stock

The corporation shall have no capital stock.

ARTICLE VI

Members

The corporation shall have members, unless the by-laws shall provide that the corporation shall not have members. Qualification, voting and other rights of such members and the manner of their election or appointment shall be set forth in the by-laws. If the by-laws provide that the corporation shall not have members, the board of directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these articles of incorporation.

ARTICLE VII

Liability

None of the members, directors or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE VIII

Initial Board of Directors

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

Carol Erenrich, 2324 Embassy Drive, West Palm Beach, FL 33401

Charlotte Pelton, 2396 South Shore Drive, Palm Beach Gardens, Florida 33410

Beth Spitz, 1026 Grand Isle Terrace, Palm Beach Gardens, FL 33418

ARTICLE IX

Officers and Directors

The officers of the corporation shall occupy those positions designated in the by-laws, and the officers and directors shall be elected and shall govern in accordance with the provisions of the by-laws.

ARTICLE X

Indemnification

This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporations Act and the Florida Business corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancements of expenses prior to the final disposition of such proceedings and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members (if any) or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI

Incorporation

The name and address of the incorporator are as follows:

Keith B. Braun
c/o Kochman & Braun PLC, 222 Lakeview Avenue, Suite 950,
West Palm Beach, FL 33401

ARTICLE XII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Kochman & Braun PLC, 222 Lakeview Avenue, Suite 950, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at the address above is Ronald Kochman.

IN WITNESS WHEREOF; for the purpose of forming this nonprofit corporation under the laws of the State of Florida, I have executed these articles of incorporation, this 8th day of June, 2000.

Keith B. Braun
Keith B. Braun
Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

Before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared Keith B. Braun Known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal this 8th day of June, 2000.

Angela R. McLaughlin
Notary Public in and for said County
and State



Angela R. McLaughlin
MY COMMISSION # 11000298 EXPIRES
May 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, 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.

1. The name of the Corporation is:

SUNCOAST HIGH SCHOOL FOUNDATION, INC.

2. The name and address of the registered agent and office is:

RONALD S. KOCHMAN c/o KOCHMAN & BRAUN PLC

(Name)

222 Lakeview Avenue, Suite 950

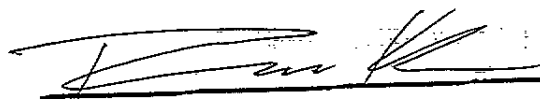
(P.O. Box NOT acceptable)

West Palm Beach, Florida 33401

(City/State/Zip)

FILED
00 JUN 23 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the 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.



Signature

6/19/00

Date