

STEPHEN M. BREWER, P.A.

ATTORNEY AT LAW

1209 S. WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780
(407) 269-9700

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FACSIMILE NO.
(407) 383-3113

PLEASE REPLY TO:
1209 S. WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780

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

Re: TITUSVILLE HIGH GRIDIRON CLUB, INC.

Dear Sir:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. I have enclosed a check in the amount of \$122.50 which represents the filing fee in this regard.

Thank you; and if you should have any questions, please feel free to contact me.

Very truly yours,



Winnie Tumblin, Legal Assistant
To Stephen M. Brewer

wmt
Enclosures

RP
04-17-98

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ARTICLES OF INCORPORATION

OF

TITUSVILLE HIGH GRIDIRON CLUB, INC.

A Florida Nonprofit Corporation

ARTICLE I.

NAME

The name of the corporation shall be:

TITUSVILLE HIGH GRIDIRON CLUB, INC.

ARTICLE II.

STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general athletic purposes pursuant to the Florida Not For Profit Corporation Act.

ARTICLE III.

PURPOSES

The specific and primary purpose for which this corporation is formed is to support the football program at Titusville High School with both monetary support in the form of purchasing equipment, uniforms and other related items for the benefit of the football program as well as providing volunteers for football related activities.

This corporation shall not as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication

or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV.

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to athletic purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE V.

MEMBERSHIP

The corporation shall have a general membership distinct from the Board of Directors. Any person or organization that pays dues as provided for in the bylaws and agrees to be bound by the Articles of Incorporation of this corporation by its bylaws and by such rules and regulations as the Board of Directors may, from time to time adopt, is eligible for membership in the corporation. The Directors from time to time shall prescribe the form and manner in which application may be made for membership.

ARTICLE VI.

COMMITTEES

The corporation may from time to time establish Committees as is necessary or desirable to carry out the purposes of this Corporation. The Committees may be Standing Committees or Ad Hoc Committees as determined by the Board of Directors. The Bylaws of

the Corporation shall establish terms and conditions under which any such Committee shall exist.

ARTICLE VII.

LOCATION OF PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT

The principal office of the corporation and the initial registered office of the corporation is 1209 South Washington Avenue, Titusville, Florida 32780. The name of the initial registered agent at such address is Stephen M. Brewer.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

There shall be five (5) Directors constituting the initial Board of Directors. For purposes of corporate action, any majority of voting members shall constitute a quorum.

The name and address of each person who is to serve as an initial Board of Director and the designation of the term of such Director is as follows:

- 1) Rick Talbert
6450 Abisco Road
Cocoa, FL 32927
- 2) Barbara Diesel
1114 Indian River Avenue
Titusville, FL 32780
- 3) Diane Williams
6420 W. Baker Circle
Cocoa, FL 32927
- 4) Gail Hicks
4320 Osceola Road
Titusville, FL 32780

- 5) Mark Jonas
5285 Arcka Palm Street
Cocoa, FL 32927

ARTICLE IX.

INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

- 1) Rick Talbert
6450 Abisco Road
Cocoa, FL 32927
- 2) Barbara Diesel
1114 Indian River Avenue
Titusville, FL 32780
- 3) Diane Williams
6420 W. Baker Circle
Cocoa, FL 32927
- 4) Gail Hicks
4320 Osceola Road
Titusville, FL 32780
- 5) Mark Jonas
5285 Arcka Palm Street
Cocoa, FL 32927

ARTICLE X.

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this corporation shall be not less than four (4) and not more than ten (10) as is fixed by the Board of Directors from time to time.

The initial Board of Directors named in Article Eight shall hold office until their successors are selected at the August meeting of the members to be held on the 3rd Monday of November,

1998, at 1209 S. Washington Ave., City of Titusville, County of Brevard, State of Florida, at which time the Corporation shall confirm the election of the Directors.

The Board of Directors elected at the 1st annual meeting shall have two terms, as indicated in Article Eight herein, and thereafter each Director shall serve for a term of 2 years, with elections held annually at the annual corporate meeting which shall be held on the 3rd Tuesday of November, of each and every year at the principal office of the corporation or at such other place as the Board of Directors may designate from time to time.

(b) Corporate Officers: The corporate officers are as follows:

President: Rick Talbert

Vice-President: Barbara Diesel
Diane Williams

Secretary: Gail Hicks

Treasurer: Mark Jonas

ARTICLE XI.

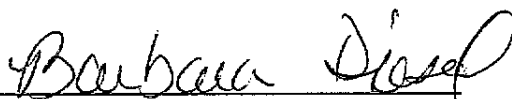
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for religious or charitable purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

We, the undersigned, being the incorporators of this corporation, for the purposes of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these Articles of Incorporation on April 10, 1998.



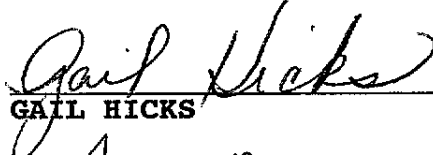
RICK TALBERT



BARBARA DIESEL



DIANE WILLIAMS



GAIL HICKS



MARK JONAS

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME personally appeared RICK TALBERT, BARBARA DIESEL, DIANE WILLIAMS, GAIL HICKS, MARK JONAS, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of April, 1998.

Christine M. Turb

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



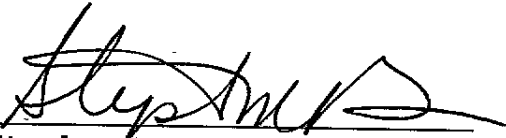
CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Act.

TITUSVILLE HIGH GRIDIRON CLUB, INC.. desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1209 South Washington Avenue, Titusville, FL 32780 has named STEPHEN M. BREWER, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to acct. in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
Stephen M. Brewer
Registered Agent

Dated: 4/18/98

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