

N98000003431

June 9, 1998

RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC.
(A Florida Nonprofit Corporation)
2600 BUCKINGHAM ROAD
FORT MYERS, FLORIDA 33905
941-694-4141

100002556361--9
-06/11/98-01025--008
*****70.00 *****70.00

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

Re: RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC.
(A Florida Nonprofit Corporation)

Dear Division of Corporations:

Enclosed please find sets of the Articles of Incorporation for RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC., along with our check #849 in the amount of \$70.00 for filing fee and designation of registered agent.

Please return one set of the Articles to me with the filing date stamped on it.

Thank You,



GEORGE WARE
Incorporator
Enclosures

APPROVED
AND
FILED
98 MAY 11 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 15 1998

**ARTICLES OF INCORPORATION
OF
RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC.
(A FLORIDA NONPROFIT CORPORATION)**

APPROVED
AND
FILED
98 MAY 11 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC..

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of supporting the athletic teams of Riverdale High School through various fund raising.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of FLORIDA relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate By-Laws, and any rules and regulations which the Board Of Directors may from time to time adopt, and who is a member of RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC..

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board Of Directors shall have four directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate By-Laws, but shall never be less than three (3) persons.

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate By-Laws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The names of each individual who shall serve as a member of the Initial Board Of Directors are:

ERIC YANKOVICH, 2600 BUCKINGHAM ROAD, FORT MYERS, FLORIDA 33905
GEORGE WARE, 2600 BUCKINGHAM ROAD, FORT MYERS, FLORIDA 33905
KELLY LYNCH, 2600 BUCKINGHAM ROAD, FORT MYERS, FLORIDA 33905
ANDY ERICKSON, 2600 BUCKINGHAM ROAD, FORT MYERS, FLORIDA 33905

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate By-Laws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate By-Laws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

President:	GEORGE WARE	Secretary:	DIANE BYRUS
Vice President:	ANDY ERICKSON	Treasurer:	STEVE ADAMS

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE X. PRINCIPAL OFFICE &
INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2600 BUCKINGHAM ROAD, FORT MYERS, FLORIDA 33905.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: GEORGE WARE.

ARTICLE XI. INCORPORATOR

The names of each of the subscribers to these Articles Of Incorporation are:

GEORGE WARE	ERIC YANKOVICH
ANDY ERICKSON	KELLY LYNCH

ARTICLE XII. BY-LAWS

Corporate By-Laws will be hereinafter adopted by members of the corporation. The corporate By-Laws may be amended or repealed, in whole or in part, by the members of the corporation in the manner provided therein. Any amendments to the corporate By-Laws shall be binding on this corporation's members.

ARTICLE XIII. AMENDMENT

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a quorum of this corporation's members.

ARTICLE XIV. DISSOLUTION

In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition thereof by the Attorney General, or any person concerned in the liquidation.

ARTICLE XV. CONSTITUTION

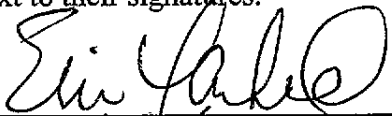
(a) The corporation and its members will at all times abide and be governed and controlled by the Constitution, By-Laws and Policies of RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC. now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and By-Laws may be applicable;

(b) The corporation will comply with all such conditions and requirements as RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC. may prescribe;

(c) Whenever requested by the Board of Trustees of RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC. the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and

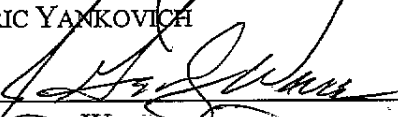
(d) No amendments to the Articles of Incorporation or corporate By-Laws or change in the purpose of the corporation shall be made without consent of RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC..

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of FLORIDA, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.



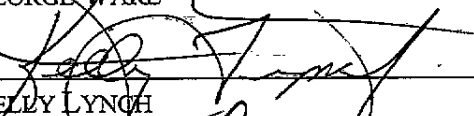
ERIC YANKOVICH

6/8/98
Date



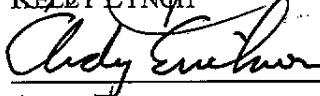
GEORGE WARE

6/9/98
Date



KELLY LYNCH

6/8/98
Date



ANDY ERICKSON

6/8/98
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

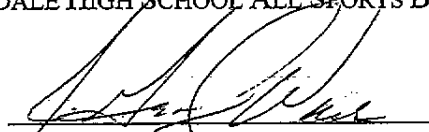
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is the RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC..

2. The name and address of the registered agent and office of the corporation is: GEORGE WARE with a mailing address of 2600 BUCKINGHAM ROAD, FORT MYERS, FLORIDA 33905.

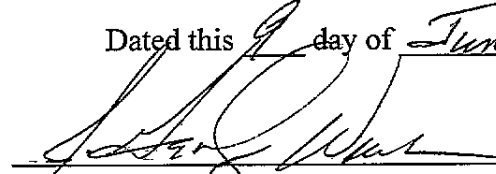
Dated this 9 day of JUNE, 1998.

RIVERDALE HIGH SCHOOL ALL SPORTS BOOSTERS CLUB, INC.

By: 
GEORGE WARE
President

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.

Dated this 9 day of JUNE, 1998.


GEORGE WARE
Registered Agent

APPROVED
AND
FILED
98 MAY 11 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA