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FLORIDA PROFIT/NON PROFIT CORPORATION  
The S-Club Alumni Letterwinners Association, Inc.

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**ARTICLES OF INCORPORATION  
OF  
THE S-CLUB ALUMNI LETTERWINNERS ASSOCIATION, INC.,  
a Florida not for profit corporation**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**ARTICLE I: NAME**

The name of the corporation is: The S-Club Alumni Letterwinners Association, Inc., a Florida not for profit corporation.

**ARTICLE II: DURATION**

The corporation shall have perpetual duration.

**ARTICLE III: PURPOSES**

- A. The corporation is a not for profit corporation. The purposes for which the corporation is organized shall be to establish and maintain a not for profit, educational and charitable incorporated association for the purposes of: (i) supporting and promoting student athletes at Sarasota High School ("SHS"), Sarasota, Florida; (ii) establishing an educational mentoring program for student athletes at SHS; (iii) continuing and promoting the traditions of student athletes at SHS and recording the history of student athletics at SHS; (iv) raising money and awarding scholarships to student/athletes at SHS to attend colleges and universities; (v) generally supporting and enhancing the educational mission of SHS with respect to student/athletes.
- B. The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.
- C. Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on 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; and shall not carry on any other activities not permitted to be carried on by
  - (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue Law or
  - (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any further United States Internal Revenue law.

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**ARTICLE IV: MEMBERS**

The sole class of members of this corporation shall be comprised of the following graduates of SHS and individuals who are not graduates of SHS: (i) former student/athletes that earned varsity athletic letters at SHS; (ii) former members of the varsity cheerleading squad at SHS; (iii) individuals who were coaches of a varsity sport at SHS; (iv) former students who were equipment managers for a varsity sport at SHS; (v) those individuals who are designated by the Board of Directors as individuals eligible for honorary membership due to their exceptional service and/or financial support of student/athletes, varsity sports and academics for student/athletes. The qualifications of the members of the corporation, the manner of their admission, and other rights and privileges of members shall be as regulated in the By-Laws and may include assessments of annual dues. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments to pay the debts, liabilities or obligations of the corporation.

**ARTICLE V: SUBSCRIBERS**

The name and residence address of each incorporator are:

<u>Name:</u>	<u>Address:</u>
Douglas Archibald	1257 17 <sup>th</sup> Street Sarasota, FL 34234
Kenneth C. Calleja	8319 Eagle Crossing Sarasota, FL 34241

**ARTICLE VI: BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The original number of directors shall be not less than five (5) and may be expanded to such greater odd number as may be determined from time to time by the bylaws of the corporation.

The directors shall be elected by the Members at the annual meeting of the Members in the manner stated in the bylaws of the corporation and shall serve for a term of three (3) years and until the qualification of their successors in office. The terms of directors shall be phased so that as nearly as possible forty percent (40%) of the directors shall have terms expiring and be elected each year. The names and addresses of the members of the initial Board of Directors are as follows:

Douglas Archibald 1257 17 <sup>th</sup> Street Sarasota, FL 34234	Kenneth C. Calleja 8319 Eagle Crossing Sarasota, FL 34241
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Gary Blake  
425A 67<sup>th</sup> Ave Circle E.  
Bradenton, FL 34243

Nicholas J. DeVirgilis  
7406 Fairlinks Ct.  
Sarasota, FL 34243

John E. Smith  
1181 Seacrest Dr. NW  
Port Charlotte, FL 33948

**ARTICLE VII: OFFICERS**

The affairs of this corporation shall be managed initially by the following officers: President, one or more Vice Presidents, Secretary and Treasurer, and such other officers as may be prescribed in the By-Laws. Each officer shall be elected by the Board of Directors at its first meeting following the annual meeting. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected.

The names of the officers who are to serve until the first election under the By-Laws are:

President:	Douglas Archibald
Vice President:	Nicholas J. DeVirgilis
Secretary:	Kenneth C. Calleja
Treasurer:	Gary Blake

**ARTICLE VIII: BY-LAWS**

By-Laws of the corporation may be adopted or amended by the Board of Directors of the corporation at any annual meeting or special meeting by a two-thirds vote of the members present.

**ARTICLE IX: AMENDMENT TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended by the Board of Directors of the corporation at any annual meeting or special meeting by a three fifths vote of the members present.

**ARTICLE X: PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address and mailing address of the initial principal office of the corporation is 8319 Eagle Crossing, Sarasota, FL 34241. The name of the initial registered agent is Richard D. Saba, Esquire, 2033 Main Street, Suite 303, Sarasota, FL 34237.

**ARTICLE XI: DISPOSITION UPON DISSOLUTION**

On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Directors has paid or made provisions for the payment of all of the debts and liabilities of the

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objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Directors has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the Board of Directors of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

WITNESSETH the hands and seals of the incorporators this 11<sup>th</sup> day of August, 2011.

*Douglas Archibald*  
Douglas Archibald

*Kenneth C. Calleja*  
Kenneth C. Calleja

STATE OF FLORIDA  
COUNTY OF SARASOTA

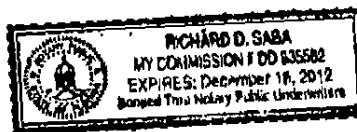
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the county and state aforesaid, to take acknowledgments, personally appeared Douglas Archibald and Kenneth C. Calleja, who are  personally know me or  who produced \_\_\_\_\_ as identification, executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 11<sup>th</sup> day of August, 2011.

*Richard D. Saba*  
Notary Public

My commission expires:

(Affix notary seal)



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

FIRST: That The S-Club Alumni Letterwinners Association, Inc., a Florida not for profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 8319 Eagle Crossing, Sarasota, FL 34241, has named as its agent to accept service of process within this state:

Richard D. Saba, Esquire  
2033 Main Street, Suite 303  
Sarasota, Florida 34237

The S-Club Alumni Letterwinners Association, Inc.  
a Florida not for profit corporation

By: *Douglas Archibald*  
Douglas Archibald

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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 act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

*Richard D. Saba*  
Richard D. Saba, P.A.