

NOTICE OF PUBLIC HEARING  
TALLAHASSEE LETTER  
000000002631

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

SUBJECT: Royal Palm Beach High School Wildcat Debate Parents  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)  
Association, Inc.

600003209906--15  
-04/14/00--01082--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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: Carryl Hazlett  
Name (Printed or typed)

10562 Fascination Lane  
Address

Royal Palm Beach, FL 33411  
City, State & Zip

(561) 694-1040  
Daytime Telephone number

FILED  
00 APR 14 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

4-20  
OC

FILED  
00 APR 14 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ROYAL PALM BEACH HIGH SCHOOL WILDCAT DEBATE PARENT'S ASSOCIATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I. NAME**

The name of the Corporation shall be Royal Palm Beach High School Wildcat Debate Parent's Association, Inc. (the "Corporation").

**ARTICLE II. PRINCIPAL OFFICE**

The place in this state where the principal office of Corporation is to be located is the City of Royal Palm Beach, Palm Beach County. The business and mailing address of this corporation shall be 10600 Okeechobee Boulevard, Suite 3-205 Royal Palm Beach, FL 33411.

**ARTICLE III. PURPOSE**

Said corporation is organized as a not for profit corporation exclusively for charitable and educational supporting purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

**ARTICLE IV. POWERS**

The Corporation shall possess and may exercise all of the powers and privileges conferred on a not for profit corporation under the laws of the State of Florida, together with all other powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-Laws.

**ARTICLE V. LIMITATIONS ON ACTIVITIES**

Section 1. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third thereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Upon the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, the Board of Trustees of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable and educational supporting purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501 (c)(3) and Section 170 (c)(2), and a "public charity" under Section 509 (a)(1) and (2) of the Code, as the Members of the Corporation may, in their sole discretion, determine. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction exclusively for such charitable purposes, or to

such organization or organizations organized and operated exclusively for such charitable and educational supporting purposes, as said Court shall determine.

#### **ARTICLE VI. TERM OF EXISTENCE**

The corporation shall have perpetual existence.

#### **ARTICLE VII. MEMBERSHIP**

Membership in the Corporation shall be composed of parents or guardians or all members of the current class or classes of Royal Palm Beach High School Debate or Associate members as described in the By-Laws.

#### **ARTICLE VIII. BOARD OF TRUSTEES**

Section 1. A Board of Trustees shall manage the business and affairs of this Corporation.

Section 2. The Board of Trustees shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the business of the Corporation.

Section 3. The names and addresses of the persons who are the initial trustees of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey Heitman-President	105 Miramar Avenue Royal Palm Beach, FL 33411
Doris Carrol-Vice President	13132 48 <sup>th</sup> Court North Royal Palm Beach, FL 33411
Carryl Hazlett-Treasurer	10562 Fascination Lane Royal Palm Beach, FL 33411
Kristen Walters-Secretary	107 Madrid Street Royal Palm Beach, FL 33411
Louise P. Gaudreau- First Chief Executive Officer	15400 60 <sup>th</sup> Place North Loxahatchee, FL 33470
Candee Mobley-Second Chief Officer	15691 68 <sup>th</sup> Court North Loxahatchee, FL 33470

Section 4. The number of the Board of Trustees of the Corporation shall not be less than four (4). The number may be changed from time to time as provided in the By-Laws.

Section 5. Trustees shall be elected, removed and hold office as provided in the By-Laws.

#### **ARTICLE IX. OFFICERS**

Section 1. The officers of the Corporation shall include a President, Vice President, Treasurer, and Secretary. The Corporation may have additional officers, assistant officers and agents, as provided in the By-Laws of the Corporation.

**ARTICLE X. INDEMNIFICATION OF OFFICERS, TRUSTEES, EMPLOYEES AND AGENTS:**  
**LIABILITY OF OFFICERS AND TRUSTEES**

Section 1. Terms used in this Article X shall have the meaning ascribed to them in Florida Statutes Section 607.0850, 617.0285, 607.0831 and 607.1645 or any amended or successor sections of the Florida Statutes.

Section 2. Except as otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, under F.S. 607.0850(7) or any amended or successor section, indemnify any Officer, Trustee, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof; or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Trustees, the estimated expenses of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any Officer, Trustee, employee or agent if a judgment, settlement or other final adjudication establishes that the Officer's, Trustee's, employee's or agent's actions or omissions to act (i) constitute a tortious act relating to such person's actions in a personal or professional capacity or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (a) a violation of the criminal law, unless the Officer, Trustee, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or
- (b) a transaction from which the Officer, Trustee, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (c) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure judgment in its favor or in a proceeding by or in the right of a Member.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 and despite any contrary determination of the Board of Trustees or, if applicable, Members of the Corporation, an Officer, Trustee, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction. On the receipt of an application, such court, after any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the Officer, Trustee, employee or agent is entitled to mandatory indemnification pursuant to F.S. 607.0850 or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the Officer, Trustee, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to an Officer, Trustee, employee or agent if (i) the Officer, Trustee, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such Officer, Trustee, employee or agent pursuant to Section 3 (b). The Corporation does not recognize and will not permit any Officer's, Trustee's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the Officer, Trustee, employee or agent is entitled to mandatory

indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 hereof.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation pursuant to F.S. 607.0850(7) is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any Officer, Trustee, employee or agent under any by-law, agreement, vote of the Members, if any, or disinterested Trustees, or otherwise, both as to actions of such Officer, Trustee, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article X shall be made by the Corporation only as authorized in this specific case upon a determination that indemnification of the Officer, Trustee, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in the Article X. Such determination shall be made:

- (a) By the Board of Trustees by a majority vote of a quorum consisting of Trustees whom were not parties to such proceedings;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee of duly designated by the Board of Trustees (in which designated Trustees who are parties may participate) consisting solely of two or more Trustees not at the time parties to the proceeding;
- (c) By independent legal counsel;
  - (i) Selected by the Board of Trustees prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
  - (ii) If a quorum of the Trustees cannot be obtained for Section 5(a) and the committee cannot be designated under Section 5(b), selected by majority vote of the full Board of Trustees (in which Trustees who are parties may participate); or
- (d) By the Members of the Corporation by a majority vote of a quorum consisting of Members who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of a quorum of the Members including, if applicable, Members who were as well as Members who were not parties to such proceeding.

Section 6. Expenses incurred by an Officer or Trustee in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Officer or Trustee to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms or conditions as the Board of Trustees may, from time to time, deem appropriate but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

Section 7. Indemnification and/or advancement of expenses as provided in this Article X shall continue, unless otherwise provided when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an Officer, Trustee, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such persons.

Section 8. If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

Section 9. Nothing in this Article X is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the Corporation's Officers and Trustees, as the same exists in F.S. 617.0285 or any amended or successor section of the Florida Statutes.

**ARTICLE XI. REGISTERED OFFICE AND AGENT**

Section 1. The street address of the registered Office of this Corporation is 10600 Okeechobee Blvd. Suite 3-205, Royal Palm Beach, FL 33411.

Section 2. The name of the Registered Agent of this Corporation located at 105 Miramar Avenue, Royal Palm Beach, FL 33411 is Jeffrey Heitman.

**ARTICLE XII. AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws for the Corporation shall be vested in the Members only as more specifically provided in the By-Laws.

**ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION**

The power to alter, amend, or repeal these Articles of Incorporation shall be vested in the Members only as more specifically provided in the By-Laws.

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation this 24<sup>th</sup> day of March 2000.

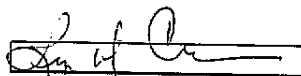
  
Carryl Hazlett, Treasurer

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgements in the above referenced State and County seat, personally appeared Carryl Hazlett, personally known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24<sup>th</sup> day of March, 2000.



Notary Public,  
State of Florida at Large  
My Commission Expires:

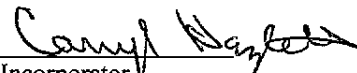


CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE


In compliance with Florida Statutes Section 48.091 and 607.0501, the following is submitted:

ROYAL PALM BEACH HIGH SCHOOL DEBATE PARENT'S ASSOCIATION, INC. desiring to organize as a not for profit corporation under the laws of the State of Florida, has designated 10600 Okeechobee Blvd., Suite 3-205, Royal Palm Beach, FL 33411 as its initial Registered Office and has named Jeffrey Heitman, located at 105 Miramar Avenue, Royal Palm Beach, FL 33411 as its initial Registered Agent.

BY:

  
Incorporator

Having been named Registered Agent for the above stated Corporation at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

  
Registered Agent

FILED  
00 APR 14 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA