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TALLAHASSEE, FL 32304

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CUSTOMER: Steven P. Kushner, Esq
Steven P. Kushner, P.A.
Suite 202
1375 Jackson Street
Fort Myers, FL 33901

DOMESTIC FILING

NAME: DIPLOMAT MIDDLE SCHOOL
P.T.S.O. INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FL 32304
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SECRETARY OF STATE
TALLAHASSEE, FL 32304
CBA/SCFN

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**ARTICLES OF INCORPORATION
OF
DIPLOMAT MIDDLE SCHOOL P.T.S.O. INC.
A NONPROFIT CORPORATION**

FILED
00 DEC 22 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, (Chapter 617, Florida Statutes) do hereby make and adopt the following Articles of Incorporation:

**Article 1
NAME**

The name of the Corporation is: DIPLOMAT MIDDLE SCHOOL P.T.S.O., INC.

**Article 2
NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**Article 3
DURATION**

The duration of the Corporation is perpetual.

**Article 4
PURPOSES**

The Corporation is exclusively organized, and shall be operated exclusively as a local association (parent – teacher – student organization) for parents, teachers, students, and concerned citizens to promote social welfare by supporting the students, teachers and administrators attending, employed by or otherwise involved in the Diplomat Middle School, located in Lee County, Florida for following purposes:

- A. To adopt policies and initiate programs that will contribute to meeting the educational goals and objectives of Diplomat Middle School for its students.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by

donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 4 (Purposes) hereof. 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 any candidate for public office. 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)(4) or 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 6 MEMBERS

The Corporation shall have Voting Members who shall be any parent of any child attending Diplomat Middle School, and any teacher or school administrator employed by or associated with Diplomat Middle School, or any other persons who may be Voting Members as may be provided by the Bylaws, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws. The Bylaws may also provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The initial Voting Members of the Corporation are:

Name:

Address:

Sherrie Shamon

1702 SE 21st Terrace
Cape Coral, FL 33990

Beverly Pitcher

2112 SE 2nd Terrace
Cape Coral, FL 33990

Dawn Tipton-Beatty

433 SW 9th Street
Cape Coral, FL 33991

Nicole Williams

1366 Sunrise Drive
North Fort Myers, FL 33917

Article 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: Steven P. Kushner, P.A., 1375 Jackson Street, Suite 202, Fort Myers, FL 33901. The name of the initial Registered Agent is Steven P. Kushner, Esq.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Steven P. Kushner, an individual residing in the State of Florida, having a business office identical with registered office of the Corporation and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of DIPLOMAT MIDDLE SCHOOL P.T.S.O., INC., is familiar with and does hereby accept the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes. I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

Date: 12.21.00


Steven P. Kushner, Esq.

Article 8

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors shall be four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors and their rights and privileges. The name and address of each initial Director of the Corporation is the same as the name and address for each initial Voting Member as set forth in Article 6, above.

PRESIDENT

Sherrie Shamon
1702 SE 21st Terrace
Cape Coral, FL 33990

VICE-PRESIDENT

Beverly Pitcher
2112 SE 2nd Terrace
Cape Coral, FL 33990

SECRETARY

Dawn Tipton-Beatty
433 SW 9th Street
Cape Coral, FL 33991

TREASURER

Nicole Williams
1366 Sunrise Drive
North Fort Myers, FL 33917

**Article 9
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article 10
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

**Article II
NONSTOCK BASIS**

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**Article 12
INDEMNIFICATION**

The Corporation may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

Article 13
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(4) and 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of pursuant to Florida law and exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes.

Article 14
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence as of the time and date of the filing of these Articles of Incorporation with the Secretary of State of Florida pursuant to Section 617.0123, Florida Statutes.

Article 15
INCORPORATORS

The name and address of each Incorporator is as follows:

Name:	Address:
Sherrie Shamon	1702 SE 21 st Terrace Cape Coral, FL 33990
Beverly Pitcher	2112 SE 2 nd Terrace Cape Coral, FL 33990
Dawn Tipton-Beatty	433 SW 9 th Street Cape Coral, FL 33991
Nicole Williams	1366 Sunrise Drive North Fort Myers, FL 33917

In Witness Whereof, the undersigned Incorporators have signed these Articles of Incorporation on this 19th day of December, 2000.

Sherrie Shamon
Sherrie Shamon, Incorporator

Beverly Pitcher
Beverly Pitcher, Incorporator

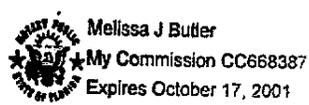
Dawn Tipton-Beatty
Dawn Tipton-Beatty, Incorporator

Nicole Williams
Nicole Williams, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 19th day of December, 2000 by Sherrie Shamon, Beyerly Pitcher, Dawn Tipton-Beatty, and Nicole Williams. They are personally known to me or have produced _____ as

_____ as identification.



Melissa J Butler
Notary Public
Printed Name: Melissa J Butler
Serial No.: _____

My Commission Expires: