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## FLORIDA NON-PROFIT CORPORATION

SILVER TRAIL MIDDLE SCHOOL BAND PARENTS ASSOCIATION,

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**FLORIDA DEPARTMENT OF STATE****Katherine Harris**  
**Secretary of State****February 12, 2001****EMPIRE****SUBJECT: SILVER TRAIL MIDDLE SCHOOL BAND PARENTS ASSOCIATION, INC.**  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF

SILVER TRAIL MIDDLE SCHOOL BAND PARENTS ASSOCIATION, INC.

(A Corporation Not-For-Profit)

The undersigned Subscriber associates himself for the purpose of forming a corporation, not for profit, pursuant to the laws of the State of Florida, and hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be SILVER TRAIL MIDDLE SCHOOL BAND PARENTS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-laws". The corporate address of the corporation shall be c/o Silver Train Middle School, attn: Band Director, 18300 Sheridan Street, Pembroke Pines Florida, 33331.

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Chapter 617 of Florida Statutes, the Florida Not-For-Profit Corporation Act, as it may be amended from time to time (herein the "Act") which shall organize and support activities of and on behalf of parents of children participating in the band of the Silver Trail Middle School.

ARTICLE 3

POWERS

The powers of the Association shall include and be governed by the following:

3.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida which powers are not in conflict with the provisions of these Articles or of the Act.

3.2 Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles

Prepared by:  
Robert L. Kaye, Esq.  
Kaye & Roger, P.A.  
6261 NW 6th Way, Ste 103  
Ft. Lauderdale, FL 33309

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and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, including but not limited to the following:

(a) To make and collect assessments and other charges against members, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Association.

(c) To purchase insurance for the protection of the Association, its officers, directors and members.

(d) To employ personnel to perform the services required for the proper operation of the Association.

3.3 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

3.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

#### ARTICLE 4

##### MEMBERS

4.1 Membership. The Members of the Association shall consist of the parents or legal guardian(s) of the members of the Band at Silver Trail Middle School, as they change from time to time. Each Band member shall be eligible to have one Member of the Association.

4.2 Assignment. The Member's share of the funds and any assets of the Association cannot be assigned, hypothecated or transferred in any manner.

4.3 Voting. On all matters upon which the Membership shall be entitled to vote, there shall be only one vote for each band Member, which vote shall be exercised or cast in the manner provided by the By-Laws.

4.4 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE 5

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 6

SUBSCRIBERS

The name and address of the subscriber to these Articles is as follows: Robert Kaye, Esq., Kaye & Roger, P.A., 6261 NW 6th Way, Suite 103, Ft. Lauderdale, FL 33309.

ARTICLE 7

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and they shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal of officers from office, officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Brad Capuozzo 17700 SW 7th Street Pembroke Pines, FL 33029
Vice President:	Kathryn A. McCommon 17607 SW 20th Street Miramar, FL 33029
Secretary:	Maria Rivera 19112 NW 23rd Court Pembroke Pines, FL 33029
Treasurer:	Vilma S. Rosario 18960 NW 22nd Street Pembroke Pines, FL 33029

ARTICLE 8

DIRECTORS

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting

of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors. All directors must be Members of the Association.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws and under relevant Florida law, as it may be amended from time to time.

8.4 First Directors. The names and addresses of the members of the First Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>
Brad Capuozzo	17700 SW 7th Street Pembroke Pines, FL 33029
Kathryn A. McCommon	17507 SW 20th Street Miramar, FL 33029
Maria Rivera	19112 NW 23rd Court Pembroke Pines, FL 33029
Vilma S. Rosario	18960 NW 22nd Street Pembroke Pines, FL 33029

## ARTICLE 9

### INDEMNIFICATION

9.1 Indemnity. The Association shall defend and indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association. The Association's indemnification of said persons shall be against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such legal action, suit or proceeding if he acted in good faith and in a manner he

reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of this duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, equivalent, shall not, of itself, create a presumption that he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**9.2 Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter herein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith, which expenses shall be forthwith repaid.

**9.3 Approval.** Any defense and indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members.

**9.4 Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings as authorized by the Board of Directors in a specific case.

**9.5 Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise. The indemnification shall pertain to the individual while in office, after he is no longer a

director, officer's employee and/or agent and shall inure to the benefit of the heirs and personal representatives of said person.

9.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

#### ARTICLE 10

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws.

#### ARTICLE 11

##### AMENDMENTS

Amendments to These Articles shall be proposed and adopted in the following manner:

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be adopted by a majority of the Board of Directors of the Association.

11.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for Membership nor in the property rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Act, as it may be amended from time to time.

11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Broward County, Florida.

#### ARTICLE 12

##### INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

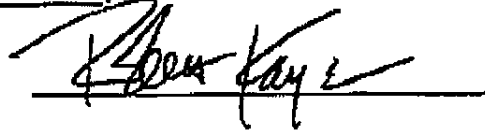
The initial registered agent and registered office of this



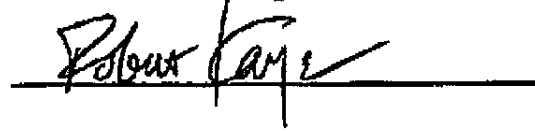
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corporation shall be Kaye & Roger, P.A., Robert Kaye, Esq.,  
President, 6261 NW 6th Way, Suite 103, Fort Lauderdale, Florida,  
33309, with the privilege of having its office and branch offices  
at other places within or without the State of Florida.

IN WITNESS WHEREOF, the subscriber has affixed his signature  
this \_\_\_\_ day of \_\_\_\_\_, 2001.



The undersigned hereby accepts the appointment as registered  
agent contained in the foregoing Articles of Incorporation.



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