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FLORIDA NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
OF
NBPS ATHLETIC BOOSTER CLUB, INC.
A Florida Not for Profit corporation

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The undersigned, acting as incorporator of Association of NBPS ATHLETIC BOOSTER CLUB, INC. under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Association of NBPS ATHLETIC BOOSTER CLUB, INC., a Florida Not for Profit corporation. The principal office of the corporation is Athletic Department, 7600 Lyons Road, Coconut Creek, Florida 33073.

ARTICLE II. INCORPORATOR

The name and address of the incorporator is as follows:

Robert M. Mayer
1320 S. Dixie Highway, Suite 8911
Coral Gables, Florida 33146

ARTICLE III. TERM

This corporation is to have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE IV. PURPOSE

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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Within the scope of the foregoing, the corporation is specifically organized to:

1. Support, promote and defend the interests of athletics and athletes at North Broward Preparatory School and other related actions; and
2. Promote the safety and skills of the athletes and coaches, whether paid or volunteer, who support the above goal.

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.

ARTICLE V. ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors elected in accordance with the method of election stated in the Bylaws. The number of Directors of the corporation may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

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Steven J. Getter

2919 University Drive, #210
Coral Springs, Fla 33065

Rick Medvin

c/o 7600 Lyons Road
Coconut Creek, Fla 33073

Mark Trommsdorff

c/o 7600 Lyons Road
Coconut Creek, Fla 33073

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which such Director or Officer is or shall be made a party by reason of being or having been a Director or Officer of the corporation (whether or not such person is a Director or Officer of the corporation at the time such person is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon such person) except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of such person's duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE IX. MEMBERSHIP

The membership of this corporation shall consist of all persons herein named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation, and paying the required minimum annual membership fee, if any, as established from time to time in accordance with the Bylaws. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The different classes of membership (if any); the property, voting and other rights and privileges of members; and their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws.

ARTICLE X. BYLAWS

The Board of Directors of this corporation shall provide the initial Bylaws for the conduct of the business of the corporation and the carrying out of its purposes. Thereafter, the Bylaws of the corporation shall only be amended, altered or rescinded by majority vote of the membership of the corporation present in person or by proxy at the annual meeting of the corporation, subject to any limitations set forth in the Florida Not for Profit Corporation Act.

Any proposed amendment, alteration or recession of the Bylaws shall be submitted in writing by three (3) or more members of the corporation to the Board of Directors not less than six (6) weeks prior to the next annual meeting of the corporation. The Board of Directors shall then either give verbal notice of such proposal to the membership at the monthly meeting immediately

preceding the annual meeting (at which time proxy ballots shall be made available to the members of the corporation), or give written notice of such proposal to the members not less than two (2) weeks prior to the annual meeting of the corporation (which written notice shall contain a proxy ballot).

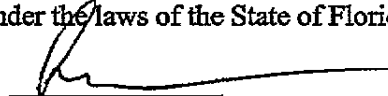
ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director or member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the members.

ARTICLE XII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Robert M. Mayer, 1320 S. Dixie Highway, Suite 811, Coral Gables, Florida 33146.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 6 day of JUNE, 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Robert M. Mayer

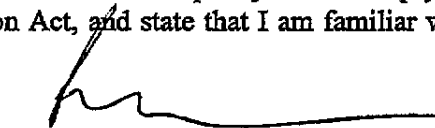
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That NBPS ATHLETIC BOOSTER CLUB, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1320 S. Dixie Highway, Suite 811, Coral Gables, Florida 33146, has named Robert M. Mayer, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for NBPS ATHLETIC BOOSTER CLUB, INC. at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Corporation Act, and state that I am familiar with, and accept, the obligations of that position.


Robert M. Mayer, Registered Agent

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