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FILED

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02 JAN 28 PM 4:30

Immigration Adoptions Family Dependency Guardianships Wills and Trusts Social Security Disability TALLAHASSEE, FLORIDA

January 24, 2002

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

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-01/28/02--01059--014
*****78.75 *****78.75

Re: Incorporation of
J.W. Mitchell High School Cadet Parent Organization, Inc.

Dear Sir or Madam:

Enclosed, please find an original and one copy of the Articles of Incorporation for the J.W. Mitchell High School Cadet Parent Organization, Inc., as well as a copy of the organization's by-laws.

Also enclosed is a check in the amount of \$78.25 for the incorporation fee and a certified copy of the incorporation.

If you have any questions, please call me at the above number. Thank you for your attention to this matter.

Sincerely,

Melissa A. Tartaglia, Esq.

encl.

ARTICLES OF INCORPORATION

OF

J.W. MITCHELL HIGH SCHOOL CADET PARENT ORGANIZATION, INC.

FILED

02 JAN 28 PM 4:30

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirements of Florida Statutes 617, the undersigned, all of whom are residents of Pasco County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is **J.W. Mitchell High School Cadet Parent Organization, Inc.**, hereinafter called "the CPO."

ARTICLE II

The principal office of the CPO is located at 2323 Little Road, New Port Richey, Florida 34655.

ARTICLE III

Commander Michael Weaver, whose address is 206 Lagoon Drive, Palm Harbor, Florida 34683, is hereby appointed the initial registered agent of the CPO.

ARTICLE IV

The CPO does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise, including but not limited to providing services to the JNROTC at J.W. Mitchell High School.

The CPO is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the CPO shall inure to the benefit of any director or officer of the CPO, or any private individual (except that reasonable compensation may be paid for services rendered to or for the CPO) and no director or officer of the CPO or any private individual shall be entitled to share in the distribution of any of the CPO assets on dissolution of the CPO.

No substantial part of the activities of the CPO shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section

501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the CPO shall not carry on any other activities not permitted to be carried on (a) 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) or (b) by a Club whose contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of the CPO, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a 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 CPO is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The affairs of the CPO shall be managed by a Board of five (5) Directors who need not be members or officers of the CPO. The number of Directors may be changed by amendment of the By-Laws of the CPO. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Anthony M. Tartaglia, 3403 Chauncy Road, Holiday, Florida 34691
Tricia Bielawa, 7252 Riverbank Drive, New Port Richey, Florida 34655
Melissa A. Tartaglia, 3403 Chauncy Road, Holiday, Florida 34691
Patti Dailey, 6875 San Jose Loop, New Port Richey, Florida 34655
Cmdr. Michael Weaver, 206 Lagoon Drive, Palm Harbor, Florida 34683

ARTICLE VI

The affairs of the CPO shall be administered by a President, Vice-President, Secretary and Treasurer, who need not be members or directors of the CPO. The following persons shall act in the capacity indicated until the selection of their successors in accordance with the By-Laws of the CPO.

| | |
|-----------------|----------------------|
| President: | Anthony M. Tartaglia |
| Vice President: | Tricia Bielawa |
| Secretary: | Melissa A. Tartaglia |
| Treasurer: | Patti M. Dailey |

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation for the CPO is Anthony M. Tartaglia, 3403 Chauncy Road, Holiday, Florida 34691.

ARTICLE VIII

The By-Laws of the CPO will be adopted by a two-thirds (2/3) majority vote of the Board of Directors and the members of the CPO who are present at the meeting where the By-Laws are voted on.

ARTICLE IX

The CPO may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members of the CPO. Upon dissolution of the CPO other than incident to a merger or consolidation, the assets of the CPO shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the CPO was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, club, trust or other organization to be devoted to such similar purposes.

ARTICLE X

The corporation shall exist perpetually.

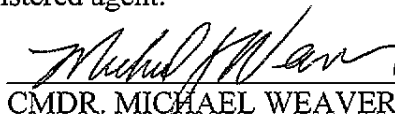
ARTICLE XI

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of the CPO, has executed these Articles of Incorporation, this 18 day of Jan., 2002.


ANTHONY M. TARTAGLIA

I do hereby accept the duties of a registered agent.


CMDR. MICHAEL WEAVER