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FILED  
02 JAN 18 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 644373 7300162

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizit*

ORDER DATE : January 9, 2002

ORDER TIME : 11:13 AM

ORDER NO. : 644373-001

CUSTOMER NO: 7300162

CUSTOMER: Mr. Barrieau-7300162  
Mr. Gerald A. Barrieau

381 Greenwich Court

Kissimmee, FL 34758

RECEIVED  
02 JAN 17 PM 12:20  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FRIENDS OF MAGIC BOOSTERS,  
INC.

EFFECTIVE DATE:

900004782189--8

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS: \_\_\_\_\_

624-2295

W02-1565

J. BRYAN FEB 5 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 18, 2002

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: FRIENDS OF MAGIC BOOSTERS, INC.  
Ref. Number: W02000001565

We have received your document for FRIENDS OF MAGIC BOOSTERS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 802A00002639

RECEIVED  
02 FEB -4 PM 3:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Nonstock

Nonprofit

**CERTIFICATE OF INCORPORATION**  
**Of**  
***Friends of Magic Boosters, Inc.***

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is Friends of Magic Boosters, Inc.

SECOND: Its registered office in the State of Florida to be located at 1201 Hays Street, Tallahassee, Florida 32301. The registered agent in charge thereof is The Corporation Service Company, address "same as above".

THIRD: The principal place of business and mailing address of the corporation is Friends of Magic Boosters, Inc. 381 Greenwich Ct, Kissimmee, FL 34758.

FOURTH: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all the things herein, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

This is a Nonstock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of Florida.

Said corporation is organized exclusively for charitable, religious educational and scientific purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), to wit:

Provide this organization with support activities of the program at Magic Drum & Bugle Corps. It is recognized that Corps funding is inadequate to support the superior type of Corps program and activities desired by the Boosters, The corps director, and the members. Therefore, the boosters will engage in the aid of fundraising activities to supplement corps funds in order to enhance the corps program and its activities. The Friends of Magic also recognizes that the key to active support by members and sponsors is being informed of needs, requirements and events. Accordingly, we endeavor to provide accurate and timely communication to all.

FIFTH: The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the bylaws or by statute. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The bylaws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which, to the extent provide in said resolution or resolutions or in the bylaws of the corporation, shall have and may exercise all the powers of the board of directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the bylaws of the corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the bylaws so provide, be classified as to term of office. The corporation may elect such officers as the bylaws may specify, subject to the provisions of the statute, which shall have titles and exercise such duties as the bylaws may provide. The board of directors is expressly authorized to make, Alter, or repeal the bylaws of this corporation. This corporation may in its bylaws confer upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute. This is true, provided that the board of directors shall not exercise any power of authority conferred herein or by statute upon the members.

SIXTH: The following persons were nominated to the offices set opposite their respective names, to serve for one year /or until successors are chosen and qualify.

The names and address Titles of the Board of Directors are as follows:

Gerald A. Barrieau - President - 381 Greenwich Ct. Kissimmee, FL, 34758

Shawn A. Barrieau - Treasurer - 817 Glastonbury Dr. Kissimmee, FL 34758

Kristen M. Carson - Secretary - 845 Glastonbury Dr. Kissimmee, FL 34758

SEVENTH: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organizations and under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions 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 by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.

EIGHT: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

NINTH: Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its members: (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law: (3) a transaction from which the director derived an improper personal benefit.


I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a non-profit corporation, do make, file and record this Certificate and do certify that the facts herein are true: and I have accordingly hereunto set my hand.

Dated: January 13, 2002,



Gerald A. Barrieau  
381 Greenwich Ct  
Kissimmee, FL 34758

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Authorized Representative

January 16, 2002  
Date

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02 JAN 18 AM 8:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA