

NO2000003490

TRANSMITTAL LETTER

EFFECTIVE DATE

5-3-02

Department of State  
Division of Corporations  
P.O. Box 6327 409 E. Gaines Street  
Tallahassee, FL 32314 32399

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-05/06/02--01057--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: The Cobra Football Booster Club, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and <sup>two(2)</sup> ~~one(1)~~ copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

mail to :  
550. Biltmore Way  
Ste # 900  
Coral Gables, FL.  
33134

FROM: Cinzia Nicoloso  
Name (Printed or typed)

8107 SW 72 Avenue #101  
Address

Miami- FL- 33143  
City, State & Zip

(305) 442-3409  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY -6 AM 8:47

FILED

NOTE: Please provide the original and one copy of the articles.

Please return in self-addressed FedEx envelope.

Thank you.

*Cinzia Nicoloso*  
5/9/02

**EFFECTIVE DATE**

5-3-02

**FILED**

**02 MAY -6 AM 8:48**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION  
OF  
THE COBRA FOOTBALL BOOSTER CLUB, INC.**

The undersigned, desiring to form a Non-Profit Corporation in compliance with Section 617 of the Florida Statutes (Not for Profit), hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be THE COBRA FOOTBALL BOOSTER CLUB, INC. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial address of the principal office of the Corporation shall be 6856 SW 53 Street, City of Miami, County of Miami-Dade, State of Florida 33155. The initial mailing address of the Corporation shall be 10900 SW 92 Avenue, Miami, Florida 33176.

**ARTICLE III - GENERAL AND SPECIFIC PURPOSE**

The specific and primary purposes for which the Corporation is formed are:

A. For the advancement of football by The South Miami Senior High School Football Program, in Miami, Florida and any other related or corresponding purposes, by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE IV - MANAGEMENT OF CORPORATE AFFAIRS**

A. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by the initial officers of the Corporation, consisting of not less than four (4) persons.

The initial officers named herein shall consist of a President, Vice President, Treasurer and Secretary and shall hold office until the annual meeting of the members at which time an election of Officers shall be held. Officers shall serve for a term of one (1) year until the following annual meeting of members and until the qualification of successors in office. Annual

meetings shall be held at Miami, Florida and such place and time as the Officers may designate from time to time by resolution.

Any action required or permitted to be taken by the Officers under any provision of law may be taken without a meeting, if all Officers shall collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes or the proceedings of the Corporation, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Officers. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous-written consent of the Officers without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Officers to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the such initial Officers are as follows:

Juan Contreras -President  
7325 SW 37<sup>th</sup> Street  
Miami, Florida 33155

Teresa Diaz – Vice President  
6390 SW 18<sup>th</sup> Terrace  
Miami, Florida 33155

Shirley Almeida - Treasurer  
10900 SW 92 Avenue  
Miami, Florida 33176

Cinzia Nicoloso - Secretary  
8107 SW 72 Avenue, Unit 101  
Miami, Florida 33143

#### **ARTICLE V – EARNING AND ACTIVITIES OF THE CORPORATION**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable reimbursement for actual out of pocket costs and distributions made by an Officer in furtherance of the purposes set forth in Article IV hereof.

B. 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.

C. Notwithstanding any other provision of these Articles of Incorporation, 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)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

#### **ARTICLE VI – DISTRIBUTION AND DEDICATION OF ASSETS**

Upon dissolution of the Corporation, the Officers shall, after paying or making provision for the payment of all 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 similar, purposes as described in Article IV hereof, and as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Officers shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes. No assets of the corporation shall be distributed to any officer, director or member of the corporation.

The property of the Corporation is irrevocably dedicated to the advancement of the South Miami Senior High School Football program and no part of the net income or assets of the Corporation shall ever inure to the benefit of any officer or member thereof, or to the benefit of any private individual.

#### **ARTICLE VII – INITIAL REGISTERED AGENT**

The street address of the initial registered office is 8107 SW 72 Avenue, Unit 101, City of Miami, County of Miami-Dade, State of Florida 33143 and the name of its initial registered agent at such office is Cinzia Nicoloso.

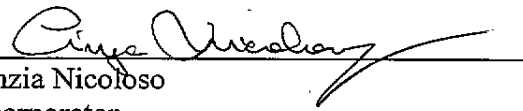
#### **ARTICLE VIII - INCORPORATOR**

The name of the Incorporator is Cinzia Nicoloso and the address of the Incorporator is 8107 SW 72 Avenue, Unit 101, Miami, Florida 33143.

**ARTICLE IX – EFFECTIVE DATE**

The Effective Date of these Articles of Incorporation shall be May 3, 2002.

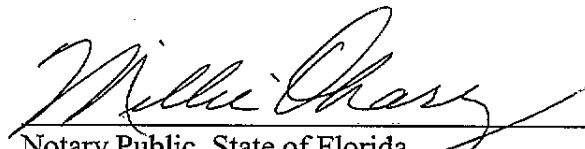
**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to laws of the State of Florida has executed these Articles of Incorporation this 3<sup>rd</sup> day of May, 2002.

  
Cinzia Nicoloso  
Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared CINZIA NICOLOSO, personally known to me, and who acknowledges to and before me that she executed the foregoing Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal this 3<sup>rd</sup> day of MAY, 2002.

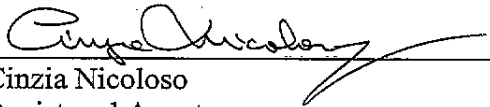
  
Notary Public, State of Florida

My Commission Expires:



## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of THE COBRA FOOTBALL BOOSTER CLUB, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 617 of the Florida Statutes.

  
Cinzia Nicoloso  
Registered Agent

Dated: May 3, 2002

FILED  
02 MAY -6 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA