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**FLORIDA NON-PROFIT CORPORATION**

**Umatilla Band Boosters**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF**

**UMATILLA BAND BOOSTERS, INC.**

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The undersigned natural persons, of legal age, acting as Incorporators under the provisions of Florida Statutes, Chapter 617, adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be UMATILLA BAND BOOSTERS, INC.

**ARTICLE II  
PLACE OF BUSINESS**

The principal address is Umatilla Middle School, 305 East Lake Street, Umatilla, Florida 32784, and the mailing address is Post Office Box 2062, Umatilla, Florida 32784.

**ARTICLE III  
PURPOSES**

The purpose of this Organization is to devote and apply all property held by it and any income derived therefrom exclusively for charitable, scientific, literary, artistic, cultural, and educational purposes either directly or by contributions to qualifying organizations duly authorized to carry on such activities. In pursuit of its educational purpose, this organization will strive to (1) provide financial support, public opinion support and community interest support for Umatilla Middle School, (2) foster both local and statewide competition for music events in which students of Umatilla Middle School participate, and (3) encourage scholarships at Umatilla Middle School.

**ARTICLE IV  
MANNER OF ELECTION**

The business of the Corporation shall be managed initially by a board of five (5) director(s). The number of directors may be increased or decreased, as provided in the By-Laws, but shall never be less than one (1) director.

The entire Board of Directors or any individual Director may be removed from office without assignment of cause by affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote. Directors, who are not stockholders, may be removed for cause by a majority vote of all classes of stock entitled

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to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a Director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of one hundred (100%) percent of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### ARTICLE V INITIAL OFFICERS/DIRECTORS

The following persons are the members of the first Board of Directors for the ensuing year until the next annual meeting of stockholders or until their successors are duly elected and seated.

SCOTT DEMBY  
38142 Heron Drive  
Umatilla, Florida 32784

STANLEY LAWSON  
305 East Lake Street  
Umatilla, Florida 32784

CHERYL WAITE  
P. O. Box 2062  
Umatilla, FL 32784

DEBRA SCHAFFER  
22714 Will Murphy Road  
Umatilla, Florida 32784

RICHARD WILLIAMSON  
19635 Eagles View Circle  
Umatilla, Florida 32784

The following persons be, and the same are hereby, elected to be officers of the corporation to assume the duties and responsibilities fixed by the By-Laws and to serve until their respective successors are chosen and qualify:

President:	CHERYL WAITE
Vice President:	DEBRA SCHAFFER
Secretary:	RICHARD WILLIAMSON
Treasurer:	SCOTT DEMBY

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**ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial Registered office of this Corporation is:

CAUTHEN, OLDHAM & ASSOCIATES, P. A.  
131 West Main Street  
Tavares, Florida 32778

The name of the Registered Agent of this Corporation is DAVID E. CAUTHEN  
at the above office address.

**ARTICLE VII  
INCORPORATOR**

The name of the Incorporator is CHERYL WAITE. Her physical address is 14  
Cayman Circle, Umatilla, Florida 32784; her mailing address is Post Office Box 2062,  
Umatilla, Florida 32784.

**ARTICLE VIII  
BY-LAWS**

The By-Laws of this Corporation may be adopted, amended, or repealed, by  
either the Board of Directors or by the Stockholders, except as otherwise provided in the  
By-Laws.

**ARTICLE IX  
EFFECTIVE DATE**

The date that corporate existence shall begin shall be upon filing of the  
Articles of Incorporation pursuant to Florida Statute 617.0123.

IN WITNESS WHEREOF, the undersigned, being the Incorporators, certify to  
the truth of the facts herein stated, this 10<sup>th</sup> day of November 2003.

  
CHERYL WAITE, Incorporator

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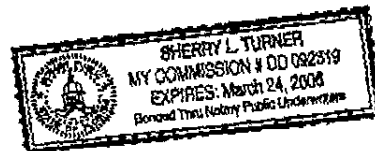
STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CHERYL WAITE, who after being duly cautioned and sworn, did depose and say that the name of said Incorporator was affixed to the foregoing Articles of Incorporation of UMATILLA BAND BOOSTERS, INC, as one of the original subscribers to said Corporation for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida,  
this 10<sup>th</sup> day of November, 2003.

Sherry L. Turner  
Notary Public

My Commission Expires: \_\_\_\_\_



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is UMATILLA BAND BOOSTERS, INC.
2. The name and address of the Registered Agent and Office is:

DAVID E. CAUTHEN  
CAUTHEN, OLDHAM & ASSOCIATES, P. A.  
131 West Main Street  
Tavares, Florida 32778

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED this 10<sup>th</sup> day of November, 2003.

  
\_\_\_\_\_  
DAVID E. CAUTHEN

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