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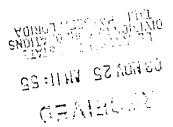
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November 25, 2003

FILINGS, INC. TERESA ROMAN

SUBJECT: MONARCH HIGH KNIGHTS BASEBALL BOOSTER CLUB, INC. Ref. Number: W03000035432

We have received your document for MONARCH HIGH KNIGHTS BASEBALL BOOSTER CLUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2004 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

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) 245-6933.

Letter Number: 303A00063876

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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# ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE FLORID

# MONARCH HIGH KNIGHTS BASEBALL BOOSTER CLUB, INC. (A Corporation Not-For-Profit)

The undersigned incorporator does hereby make, subscribe, certify, file and acknowledge these Articles of Incorporation for the purpose of organizing a not for profit corporation under the laws of the State of Florida pursuant to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereafter amended.

#### ARTICLE I

# NAME

The name of the corporation shall be MONARCH HIGH KNIGHTS BASEBALL BOOSTER CLUB, INC. (hereinafter referred to as the "Corporation"). Its principal office shall be at 6960 N.W. 5th Court, Margate, Florida 33063, or at such other place as may be designated, from time to time, by the Board of Directors.

# ARTICLE II

# TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved by law.

# ARTICLE III

# SPECIFIC AND GENERAL PURPOSES

The general purposes for which the Corporation is formed are

to operate exclusively for such charitable, benevolent, educational and scientific purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereafter amended.

Without limiting the generality of the purposes specified above, the specific purpose of the Corporation shall be as Code Section 509(n) support organization to operative exclusively for the benefit of Monarch High Knights Baseball Booster Club, and to the extent feasible, assist with the funding needs of the Baseball Team. All funds raised by the Corporation shall be in the name of the Baseball Team and for the benefit of the Baseball Team and its players.

#### ARTICLE IV

# POWERS

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized.

# ARTICLE V

# PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation, if any, shall inure to the benefit of, or be distributable to, its members,

trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In the event there are excess receipts over disbursements, such excess shall be applied against future expenses.

Notwithstanding any other provisions of these Articles of Incorporation to the contrary, the Corporation 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 and the regulations thereunder as the same now exist or as they may be hereafter amended.

#### ARTICLE VI

# CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

# ARTICLE VII

# **MEMBERSHIP**

The qualifications for members and the manner of their admission shall be as regulated by the By-Laws of the Corporation and as provided herein. The initial members of the Corporation shall consist of Bernadette P. Hathaway, Mark J. Ripoll, George E. Garron and Michael A. Kocinski.

#### ARTICLE VIII

# NUMBER OF DIRECTORS

The Corporation shall have not less than three (3) directors.

#### ARTICLE IX

# INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The directors shall be elected at the annual meeting provided for in the By-Laws. Provisions for election and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the By-Laws. The number of directors constituting the initial Board of Directors is four (4). The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	Address
Bernadette P. Hathaway	6960 N.W. 5th Court Margate, FL 33063
Mark J. Ripoll	5257 N.W. 51st Court Coconut Creek, FL 33073
George E. Garron	4528 N.W. 51st Court Coconut Creek, FL 33073
Michael A. Kocinski	5145 N.W. 42nd Avenue Coconut Creek, FL 33073

The initial members of the Board of Directors shall serve for life at the discretion of the individual Director, unless removed "for cause" as provided for in the By-Laws of the Corporation. All substituted, successor or additional directors of the Corporation whether voting, non-voting or advisory, salaried, otherwise compensated or pro bono shall be elected as directors and appointed by the existing directors at the annual meeting of the Corporation, or as otherwise provided for in the By-Laws of the Corporation.

#### ARTICLE X

# **OFFICERS**

A. The principal officers of the Corporation shall be:

President - Bernadette P. Hathaway

Vice President - Mark J. Ripoll

Secretary - George E. Garron

Treasurer - Michael A. Kocinski

The initial officers shall serve for life, at the discretion of the individual officer subject to the discretion of the Board of Directors, unless removed "for cause" as provided for in the By-Laws of the Corporation. All substituted, successor or additional officers of the Corporation whether salaried, otherwise compensated or pro bono shall be appointed by the Board of Directors as otherwise provided for in the By-Laws of the Corporation.

# ARTICLE XI

# INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are as follows:

Name

Address

Bernadette P. Hathaway

6960 N.W. 5th Court Margate, FL 33063

# ARTICLE XII

# INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer from and against any and all claims and liabilities, and legal and other expenses incurred in connection therewith to which such person

shall become subject to by reason of his or her having been, or hereafter being a director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, to the fullest extent permitted by the law.

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# ARTICLE XII

# DISSOLUTION

In the event of dissolution or full liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed, to one or more charitable organizations which themselves are exempt as organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereafter amended.

#### ARTICLE XIII

# INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida is 6960 N.W. 5th Court, Margate, Florida 33063, and the initial registered agent of the Corporation at that address is Bernadette P. Hathaway.

#### ARTICLE XIV

# AMENDMENT OF ARTICLES

The power to alter, amend and repeal the Articles of Incorporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by (i) three (3) of a four (5) member Board of Directors; (ii) three (3) of a four (4) member Board of Directors; and (iii) three (3) of a three (3)

member Board of Directors. If the Board of Directors shall consist of a number greater than four (4) members, then the resolution to amend, modify or alter the Articles of Monarch High Knights Baseball Booster Club, Inc. shall be approved by a least seventy-five (75%) percent of all of the Board of Directors.

#### ARTICLE XV

#### BY-LAWS

The Board of Directors of the Corporation shall adopt By-Laws for the governance of the Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended, altered, supplemented, modified or added to by the Board of Directors at any duly convened meeting of the Board of Directors which is noticed in the manner provided for in the By-Laws of the Corporation.

Bernadette P. Hathaway

STATE OF FLORIDA )

SS
COUNTY OF

Before me, the undersigned authority, this day personally appeared BERNADETTE P. HATHAWAY, to me well known and known to me as the individual described in and who executed the foregoing Articles of Incorporation of MONARCH HIGH KNIGHTS BASEBALL BOOSTER CLUB, INC., and she acknowledged before me that she signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at 12:55 p.m., this 2/st day of November, 2003.

My Commission Expires:

Notary Public, State of Horda

(NOTARY SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

MONARCH HIGH KNIGHTS BASEBALL BOOSTER CLUB, INC., a not-for-profit corporation being organized under the laws of the State of Florida, with its principal place of business at 6960 N.W. 5th Court, Margate, Florida 33063, has named BERNADETTE P. HATHAWAY as its agent to accept service of process within the State of Florida.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for MONARCH HIGH KNIGHTS BASEBALL BOOSTER CLUB, INC., at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

By: Burletu P. Hatraway
REGISTERED AGENT

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SECRETARY OF STATE