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# PENSON, PADGETT & CONRAD

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

ALBERT C. PENSON\*  
TIMOTHY D. PADGETT\*  
LAURA K. CONRAD\*  
MELISSA VANSICKLE HORNSBY  
ALLISON H. DEISON† (OF COUNSEL)

\*CERTIFIED MEDIATOR  
†ALSO ADMITTED IN ALABAMA

2810 REMINGTON GREEN CIRCLE  
TALLAHASSEE, FLORIDA 32308  
(850) 561-8000 TELEPHONE  
(850) 561-8030 FACSIMILE

January 227, 2004

## HAND DELIVERED

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

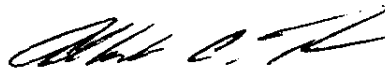
Re: Incorporation of Lincoln Lacrosse Club, Inc.

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$80.75 representing the \$70.00 filing fee and \$10.75 for the certified copy. Please return the filed documents to our office. I have enclosed a self-addressed, stamped envelope for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,



Albert C. Penson  
Penson & Padgett, P.A.

ACP/lcd  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**LINCOLN LACROSSE CLUB, INC.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby execute this document for the purpose of becoming a non-profit corporation under the laws of the State of Florida.

**ARTICLE I: NAME**

The name of this corporation shall be:

LINCOLN LACROSSE CLUB, INC..

The principal place of business of this corporation shall be 1115 Greentree Court, Tallahassee, Florida 32304, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be 1115 Greentree Court, Tallahassee, Florida 32304.

**ARTICLE II: NATURE OF CORPORATION**

The general nature of the business is a non-profit corporation, organized exclusively for charitable and educational purposes to assist in the operation of the Lincoln High School lacrosse program pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 Florida Statutes and it shall have all the powers conferred by the applicable laws of the State of Florida.

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**ARTICLE III: GENERAL AND SPECIFIC PURPOSE,**  
**TREATMENT OF ASSETS**

The corporation is organized exclusively for charitable, educational, and/or scientific purposes under § 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal 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

Leon County Circuit Court (or other appropriate court) exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise, except as otherwise set forth herein.

#### **ARTICLE IV: DURATION**

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

#### **ARTICLE V: BOARD OF DIRECTORS**

There shall be a Board of Directors for the corporation. The number of directors of this corporation shall be at least one (1). The election of the directors shall be as set forth in the By-Laws of the corporation.

The original by-laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter the said by-laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any revenues of the corporation subject to any limitations imposed as a qualified Internal Revenue Code 501(c)(3) corporation.

The Board of Directors shall elect officers of this corporation, who shall consist of the President, who shall be a director, a Secretary/Treasurer, and such other further officers as may be provided by resolution of the Board of Directors. All officers, unless elected to fill a vacancy, shall hold office after their election until their respective successors are duly elected and qualified, unless it is provided by the by-laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Board of Directors shall be prescribed by the by-laws or resolution of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation and may be a party or parties to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or

transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or associations, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself or the firm or corporation to which he may be otherwise indebted.

Each officer and director of the corporation shall disclose to the Board of Directors his relationship with any person, firm or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

#### **ARTICLE VI: INDEMNIFICATION AND IMMUNITY**

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's By-Laws and shall not deviate therefrom without amending said By-Laws.

In furtherance, and not as a limitation of the indemnification provisions set forth herein, the Board of Directors recognizes that the activities of the board members, officers, and of volunteers providing assistance in furtherance of the interests of the corporation and those whom are served by the corporation, are purely voluntary and without compensation and such activities shall be immune from liability as follows:

No volunteer director or volunteer officer (as defined in the Act) shall be personally liable to this corporation or its members for monetary damages for a breach of such director's or officer's fiduciary duty; provided however, that this paragraph shall not eliminate or limit the liability of a director or officer for any of the following:

1. A breach of the director's or officer's duty of loyalty to the corporation;
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A transaction from which the volunteer director or volunteer officer derived an improper personal benefit;
4. An act or omission that is grossly negligent; or
5. An Act or omission occurring before the filing of these Articles.

Further, so long as it is tax exempt under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, the corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties occurring on or after the date these Articles are filed. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in said § 501(c)(3).



In addition, the corporation assumes all liability to any person, other than the corporation, for all acts or omissions of a non-director volunteer if all of the following are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort; and
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed.

If the State Act is amended after the filing of these Articles to authorize the further elimination or limitation of the liability of directors, officers, or volunteers of non-profit corporations, then the liability of directors, officers, and volunteers, in addition to that described in this Article, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the State Act as so amended except to the extent that such assumption is inconsistent with the status of the corporation as an organization described in said § 501(c)(3).

No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer, or volunteer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

#### **ARTICLE VII: INCORPORATORS**

The names and post office addresses of the incorporators to these Articles of Incorporation are as follows:

Michael Alan Borkowski, II	1115 Greentree Court Tallahassee, Florida 32304
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#### **ARTICLE VIII: INITIAL DIRECTORS**

The names and post office addresses of the Directors who shall serve as the first Directors of the Board of Directors of the corporation who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Michael Alan Borkowski, II	1115 Greentree Court Tallahassee, Florida 32304
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#### **ARTICLE IX: REGISTERED AGENT**

Albert C. Penson, Esquire is designated as the corporation's agent to accept service of process within Florida at 2810 Remington Green Circle, Tallahassee, Florida 32308. The street address of the initial registered agent for this corporation shall be 2810 Remington Green Circle, Tallahassee, Florida 32308, and the registered agent at such address is Albert C. Penson, Esquire.

#### **ARTICLE X: DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable and educational purposes, and no part of the assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual.


IN WITNESS WHEREOF, I, the undersigned subscriber, above-named as the incorporator of LINCOLN LACROSSE CLUB, INC., have hereunto set my hand and seal this 27<sup>th</sup> day of January, 2004.

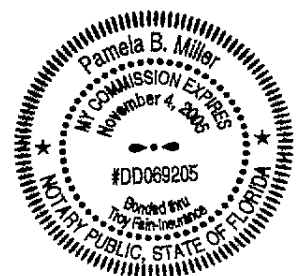
  
MICHAEL ALAN BORKOWSKI, II  
1115 Greentree Court  
Tallahassee, Florida 32304

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me by MICHAEL ALAN BORKOWSKI, II, who is personally known to me or who has produced the identification listed below, and is known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 27<sup>th</sup> day of January, 2004.

  
Name: Pamela B. Miller  
Notary Public  
My Commission Expires:



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

The undersigned, ALBERT C. PENSON, having been designated as Agent for the service of process with the State of Florida, upon LINCOLN LACROSSE CLUB, INC., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Tallahassee, Leon County, Florida, this 27<sup>th</sup> day of January, 2004.

  
\_\_\_\_\_  
ALBERT C. PENSON

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