

DCT-2 24 26 3 H IEL DWMA 01
N04000010257

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000216544 3)))

EFFECTIVE DATE

10-28-2004

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : SHUFFIELD LOWMAN
Account Number : I20030000118
Phone : (407)581-9800
Fax Number : (407)581-9801

FILED
04 OCT 29 AM 10:59
ALTA

FLORIDA NON-PROFIT CORPORATION

CECIL E. GRAY MIDDLE SCHOOL PARENT-TEACHER ORGANIZAT

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

[Handwritten signature]

FILED

04 OCT 29 AM 10:59

ARTICLES OF INCORPORATION
OF
CECIL E. GRAY MIDDLE SCHOOL PARENT-TEACHER ORGANIZATION, INC. FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

EFFECTIVE DATE
10-28-2004

ARTICLE I
NAME

The name of this Corporation shall be CECIL E. GRAY MIDDLE SCHOOL PARENT-TEACHER ORGANIZATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be 205 E. Magnolia Street, Groveland, Florida 34736.

ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation's existence shall be deemed to have commenced at 12:01 a.m. on October 28, 2004, or, if later, at such time and date as is five (5) business days prior to the date on which these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV
PURPOSES AND GENERAL POWERS

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law). The specific purpose of this Corporation shall be to support the activities of Cecil E. Gray Middle School, located in Groveland, Florida (the "School"), and foster good relationship and communication between the faculty of the School and the parents of students attending the School.

The Corporation is not organized for profit, and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in this Article IV of these Articles, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any member, director or officer, or to the benefit of any private individual, person, firm or corporation.

This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or under any corresponding provision of any future United States Internal Revenue Law, or (2) a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (26 U.S.C. §170 (c)(2)) or any corresponding provision of any future United States Internal Revenue Law.

ARTICLE V
MEMBERSHIP

The members of this not for profit Corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 12213 Cypress Boulevard, Groveland, Florida 34736, and the initial registered agent of the Corporation at that address shall be Linda Lee Bell. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and addresses of the initial directors are as follows:

Sonya Keating	6629 Lake Erie Road Groveland, FL 34736
Shelly Robbins	5801 Mulberry Street Groveland, FL 34736
Karin Fremgen	10848 Crescent Ridge Loop Clermont, FL 34711
Linda Lee Bell	12213 Cypress Bend Groveland, FL 34736

Directors may be removed with or without cause.

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Linda Lee Bell
12213 Cypress Boulevard
Groveland, FL 34736

ARTICLE IX
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except to the fullest extent possible under law.

ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XII
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIII
EARNINGS, DISSOLUTION ACTIVITIES

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

((H04000216544 3)))

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 Article IV hereof. Notwithstanding any other provision of these articles, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision 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 Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 28th day of October, 2004.


Linda Lee Bell

FILED

04 OCT 29 AM 10:59

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CECIL E. GRAY MIDDLE SCHOOL PARENT-TEACHER ORGANIZATION, INC.,
desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with
its registered office at 12213 Cypress Bend, Groveland, FL 34736, has named and designated Linda
Lee Bell as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit
corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relating to the proper and complete
performance of my duties as Registered Agent.

Dated this 28th day of October, 2004.


Linda Lee Bell
Registered Agent