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**FLORIDA NON-PROFIT CORPORATION**

**Thunderbirds Magnet Booster Club, Inc.**

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## ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

The undersigned incorporator(s), natural person(s) competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation with all rights, duties and obligations of the undersigned incorporator(s), and those of the Corporation, to be determined in accordance with the laws of the State of Florida.

## ARTICLE 1. NAME.

- 1.1 The name of the corporation shall be:

THUNDERBIRDS MAGNET BOOSTER CLUB, INC.

## ARTICLE 2. PRINCIPAL OFFICE.

- 2.1 The principal place of business and mailing address of this corporation shall be:

1072 NE 160 TERRACE, NORTH MIAMI BEACH, FL 33162

## ARTICLE 3. PURPOSE OF THE CORPORATION.

- 3.1 The Corporation shall be a not for profit charitable organization, created for the purpose of helping people in need without regard of religion, color, race, sex, physical limitations, sexual preferences or any other characteristic by which human beings are identified, categorize or characterize.
- 3.2 The general purpose for which the Corporation is created is to engage in any legal, non profit, charitable and/or educational activity which shall qualify the Corporation as an exempt organization under the Internal Revenue Code Section 501(c)(3); or the corresponding provisions of any future federal tax code.
- 3.3 More specifically, the Corporation is created for the purpose of supporting the mission of the School by conducting fund-raising activities and using those funds for motivational rewards, trophies, field trips and any other item, activity or service that increase, improve or widen the Corporation ability to help, motivate, reward or gratify those herein named as recipients of the benefits created and distributed by the Corporation. To engage in the solicitation of money, directly or in the form of services and/or products to use and distribute to those programs and persons described herein as the recipients of the benefits created and distributed by this Corporation.

## ARTICLE 4. MANNER OF ELECTION OR APPOINTMENT.

- 4.1 All initial officers and directors shall be appointed by, or elected, by an affirmative vote, in person or by proxies, of a majority of all the incorporator(s);
- 4.2 The incorporator(s) shall retain VETO powers for one year by which they can prohibit any action and/or decision of the Board of Directors by an affirmative vote, in person or by proxies, of a majority of all the incorporator(s) and also, by an affirmative vote of the majority of all incorporator(s), shall be able to remove or elect any and all officers and directors even against a majority or unanimous vote of the then elected, or appointed, officers and directors.

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- 4.3 All subsequent officers and directors shall be elected by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors;

#### ARTICLE 5. DIRECTORS/OFFICERS

- 5.1 The initial Officers and Directors shall be:

Mrs. Mary Smith. President;  
1072 NE 160 Terrace. Miami, FL 33167

Mrs. Michelle Theodore Vice President;  
6143 NW 183 Lane. Hialeah, FL 33015

Mrs. Irlande Bernard Secretary;  
421 NW 147 Street. Miami, FL 33168

Mrs. Miriam Elvir Treasurer;  
4975 NW 167 Street. Miami, FL 33055

Who will commence legal activities as soon as the corporate filing is approved by the Department of State, Division of Corporation.

- 5.2 The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number and title of the members of the Board of Directors may change from time to time as determined by an affirmative vote, in person or by proxies, of a majority of what constitute a full Board of Directors at the time of the action; but shall never be less than three (3) nor more than fifteen (15); Such other officers, assistant officers and any other general staff as deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion the Board of Directors, by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of the action, may leave vacant any office, except those of the President and the Treasurer, for any period time deemed necessary.
- 5.3 Any Officer or Director may be demoted, removed or elected at any time by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of the action. In the event of a tie then the faction with which the President of the Board is voting shall prevail. If the President of the Board is the officer being demoted, removed or elected then the faction with the larger number of incorporators shall prevail. If there are no incorporators on the Board at the time the action is being taken, then an additional vote of all the members of the Board shall be taken, at the same, or at a different, place and time, and an affirmative vote, in person or by proxies, of a majority of ALL the members of the Board shall be binding.
- 5.4 The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the businesses and affairs of the Corporation. He/she shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other officer of the Corporation thereto authorized by the Board any document, contract, or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by the Bylaws to some other officer or agent of the Corporation, or that shall be required by law to be otherwise signed or executed; and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

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- 5.5 In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers, and be subject to all the restrictions, of the President. If there is more than one Vice President then at the time of their election/appointment the Board shall determine the order of succession by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of the action. Each Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 5.6 The Secretary shall: (a) keep minutes of the proceedings of the meetings of the Board of Directors in one or more minute books created for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) be the custodian of the corporate records and of the seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which have been duly authorized by the Board; (d) keep a register of the address, Social Security number, immigration status and contact information, of each and every Director, officer, officer assistant, and staff and the name, address, and contact information of each and every member; this information shall be obtained from each and every Director, officer, officer assistant, staff and member by the Secretary or any other duly authorized person, refusal to provide such information shall preclude officialdom in, association with, employment by and/or membership in the Corporation; (e) sign, together with the President, all documents of the corporation, the issuance of which shall have been duly authorized by resolution and affirmative vote, in person or by proxies, of a majority of what constitute a full Board of Directors at the time of the action; (f) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 5.7 The Treasurer shall: (a) have charge and custody of, and be responsible, for all financial matters of the Corporation; (b) receive and give receipts for money received or paid by the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall have been previously selected by the Board in accordance with the provisions of the Bylaws; and (c) in general perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 5.8 The term that Officers and Directors are elected, or appointed, to serve shall be determined and regulated by the Bylaws, as amended from time to time, but shall never be less than one (1) year nor more than three (3);

#### ARTICLE 6. INITIAL REGISTERED AGENT AND STREET ADDRESS.

- 6.1 The name and Florida street address of the initial registered agent is:  
Mrs. Mary Smith.  
1072 NE 160 Terrace, Miami, FL 33167

#### ARTICLE 7. INCORPORATOR(S).

- 7.1 The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):  
Mrs. Mary Smith.  
1072 NE 160 Terrace, Miami, FL 33167

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#### ARTICLE 8. SCOPE OF THE CORPORATION.

- 8.1 This Corporation is created as a non profit organization, and anything in these Articles to the contrary notwithstanding, the purpose or purposes for which this Corporation is organized are limited to those that will qualify it as an exempt organization under the Internal Revenue Code Section 501(c)(3), including in those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code;
- 8.2 This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. Furthermore, this Corporation shall not participate or intervene in (including the publishing or distributions of statements) any political campaign on behalf of, or against, any candidate for public office;
- 8.3 No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of this Corporation. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- 8.4 The Corporation shall not do any of the following:
  - 8.4.1 Engage in self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
  - 8.4.2 Retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
  - 8.4.3 Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
  - 8.4.4 Make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- 8.5 The Corporation shall be International in scope and nothing shall prevent the corporation from carrying the duties herein described in the US, its territories and possessions and in any other country of the World where local and US law permits the legal, nonprofit activities of a US nonprofit corporation.

#### ARTICLE 9. MEMBERSHIP AND VOTING RIGHTS.

- 9.1 The Corporation may have a membership distinct from the officers and directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting such dues and assessments shall be regulated by the Bylaws.
- 9.2 Any parent, guardian, current student or alumnus of NDMS can be a member. The Board reserves the right to refuse membership to any person, or to terminate such membership, after an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of the action. The reason for such action shall not be religion, color, race, sex, physical limitations, sexual preference or any other characteristic by which human beings are identified, categorize or characterize and which is prohibited by law as a reason for exclusion.

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#### ARTICLE 10. BYLAWS.

- 10.1 At any time after being duly elected, or appointed, the officers and directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of such action, but such an affirmative vote, in person or by proxies, of a majority of ALL the directors shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws of the Corporation;
- 10.2 If created, the Bylaws shall define, control and regulate the powers, duties, rights, actions, activities and behavior of the Officers, Directors, staff, employees, members, agents and associates of the Corporation.

#### ARTICLE 11. EFFECTIVE DATE AND TERM OF EXISTENCE

- 11.1 These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, of the State of Florida, and the Corporation shall exist perpetually thereafter or until such time as the Corporation is voluntarily dissolved by an affirmative vote of a majority of ALL the incorporators or in the absence of the incorporators, or after the first year of existence, by an affirmative vote of a majority of what constitute a full Board of Directors at the time of the action, or is involuntarily dissolved or terminated by law.

#### ARTICLE 12. FISCAL YEAR

- 12.1 The Board of Directors shall elect a legal Fiscal Year which could be any Fiscal Year, including a Natural Year (January 01 to December 31), as defined by the Internal Revenue Code, as amended from time to time, and shall have the authority to change such Fiscal Year as the Board deems advisable according to then applicable law.

#### ARTICLE 13. AMENDMENT

- 13.1 The Incorporators; or in the absence of one or more incorporator, the remaining incorporators; or in the absence of all incorporators or after the first year of existence, the Board of Directors; reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner, now or hereafter, prescribed by the provisions of any applicable statute of the State of Florida, or of the United States of America, and all rights conferred upon the incorporators and the Board of Directors in these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

#### ARTICLE 14. MEETINGS

- 14.1 The annual meeting of the Board, and/or members as determined by the Board, shall be held on the third Tuesday of May each year, at 6.00 p.m., beginning with year 2005; for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. If the day selected for the annual meeting shall fall on a legal holiday in the State of Florida, or at the place where the meeting is to be held, then the meeting shall be held on the next business day following the Holiday.

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- 14.2 If the election of Directors is not held on the day designated herein for any annual meeting, or any adjournment thereof, for any reason whatsoever then the acting Board shall cause the election to be held another day as may be convenient, but as soon as possible following the annual meeting, at the same, or different, place and time by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of such action, but such an affirmative vote, in person or by proxies, of a majority of ALL the directors shall be necessary to take any action for changing, postponing or cancelling the date the Board shall be elected.
- 14.3 A regular meeting of the Board shall be held without any notice except that necessary to inform all members of the Board about the meeting. The date and time shall be selected as to be convenient to all members of the Board. Regular meeting could be held by telephone, or internet, conference or by any other means as decided and approved by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of such action. The Board of Directors may provide, by resolution, the time and place for holding additional regular meeting without further notice than such resolution.
- 14.4 Special Meetings of the members of the Board, for any purpose or purposes, unless otherwise prescribed by Statute or by the Bylaws, may be called by the President or by a majority of ALL the members of the Board of Directors, with as little notice as necessary to allow all members to be informed of the Special Meeting.
- 14.5 The Board of Directors may designate any place, within Miami Dade County to hold the annual, regular or special meetings by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of such action.
- 14.6 If the presence of all or part of the membership is require then written notice stating the place, date, time and the purpose or purposes for which a meeting is called together with the projected resolutions or courses of action, if any, shall be delivered not less than fourteen (14) nor more than thirty (30) days before the date of the meeting, to each member entitled to be present and /or vote at such meetings. If mailed, such notice shall be considered delivered when deposited in the United States mail, with postage pre-paid, addressed to the member at his/her address as it appears on the register of the Corporation as compiled by the Secretary.
- 14.7 A meeting of the Board of Directors may be carried out by means of a telephone or internet conference or any other communications means by which all persons participating in the meeting are aware of, and can communicate with each other simultaneously and extemporaneously, and participation in a meeting under such circumstances shall constitute presence at the meeting. In the absence of one or more members of the Board, the members present may carry out the meeting and take a vote on the issues at hand then a different date and place the members not present may meet and consider the issues and their resolution proposed in the first meeting and take a second vote. The result of both votes shall be additive and binding if a majority of ALL the members is reached.
- 14.8 A meeting of all membership requires the presence, physical or by proxy, of the members.

#### ARTICLE 15. VOTING LIST

- 15.1 The officer having charge of membership shall make a complete list of all members entitled to vote at each meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each. Such list shall be available for inspection by any member during the whole time the meeting is in session. There shall be also available for inspection at the site of the meeting, or a copy shall

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be provided to each member prior to the meeting, a listing of all purposes of the meeting as well as expected or projected resolutions and/or courses of action, if any is being proposed.

#### ARTICLE 16. QUORUM

- 16.1 A majority of all the members entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the Board or of all membership. A majority vote in a meeting at which a quorum was achieved shall be binding on the Boards or on all membership. If less than a majority of the outstanding members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting, at which a quorum was achieved, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
- 16.2 At any meeting of all membership at which a quorum was achieved, but which is left with less than a quorum as a result of members leaving early without the meeting having been adjourned, then the members remaining shall be considered a quorum and a majority of those left shall be binding on all membership.

#### ARTICLE 17. PROXIES

- 17.1 At all meetings, a member may vote in person or by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.

#### ARTICLE 18. ACTION WITHOUT A MEETING

- 18.1 All action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent, in writing, setting forth the actions to be taken, shall be signed by all the directors before such action is taken.

#### ARTICLE 19. VACANCIES

- 19.1 Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of all the remaining directors unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors maybe filled by election by the Board of Directors for a term of office continuing until the next election of Directors.

#### ARTICLE 20. CONTRACTS, LOANS, CHECKS AND DEPOSITS.

- 20.1 The Board of Directors may authorize one or more officers and/or one or more agents, to enter into binding contract, execute and deliver any instrument, obtain a loan, mortgage property and in general bind and make liable the Corporation to third parties, in the name of and on behalf of the Corporation. Such authority may be general or confined to specif instances and shall be in writing after the adoption of a resolution by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of such action.



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- 20.2 A copy of any resolution granting general authorization shall be kept as a permanent record at the Corporate offices or be made a part of the corresponding contract, instrument, loan, mortgage, etc in the case of specific instance authorizations in which case an additional copy shall be kept as a permanent record at the Corporate office.
- 20.2 All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers and/or agent or agents so designated by written resolution of the Board and as changed from time to time. Copy of such authorization shall be kept as a permanent record at the offices of the Corporation.
- 20.3 All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation; and while not being utilized in authorized uses, shall be kept; in such banks, trust companies or other depositories as the Board of Directors may select.
- 20.4 All revocations of, or changes in, authorizations herein described shall be in writing and adopted by resolution of a majority the Board of Directors. Such revocations of, or change in, authorizations shall be made a permanent record of the Corporation and be kept at the Corporate office.

#### ARTICLE 21. INDEMNIFICATION.

- 21.1 The Corporation shall indemnify any officer, director, employee, agent, former officer, former director, former employee or former agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the officer, director, employee, agent, former officer, former director, former employee or former agent was a party because the person is, or was, an officer, director, employee, or agent of the Corporation against reasonable attorney's fees and expenses incurred by the officer, director, employee, agent, former officer, former director, former employee or former agent in connection with the proceeding.
- 21.2 The Corporation shall indemnify any individual made a party to a proceeding; because said individual is, or was, an officer, director, employee or agent of the Corporation; against liability if authorized, in the specific case after determination in the manner required by the Board of Directors, that the indemnification of the officer, director, employee, agent, former officer, former director, former employee or former agent is permissible in the circumstances because the officer, director, employee, agent, former officer, former director, former employee or former agent met the standard of conduct set forth by the Board of Directors.
- 21.3 The indemnification and advances of attorney's fees and expenses for an officer, director, employee, agent, former officer, former director, former employee or former agent shall apply when such persons are, or were, serving at the Corporation's request as an officer, director, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise, whether for profit or not, as well as in their official capacity with the Corporation. The Corporation may also pay or reimburse the reasonable attorney's fees and expenses incurred by an officer, director, employee, agent, former officer, former director, former employee or former agent who is a party to a proceeding in advance of final disposition of the proceeding.
- 21.4 The Corporation may also purchase and maintain insurance on behalf of any individual arising from the individual's status as an officer, director, employee, agent, former officer, former director, former employee or former agent of the Corporation whether or not the Corporation would have the power to indemnify said individual against the same liability under the law.

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- 21.5 All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees and expenses to any person who is or was an officer, director, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such person by contract or any other manner.
- 21.6 If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney's fees and expenses shall be held invalid as contrary to law or public policy, it shall be severable and the remaining provisions shall not be otherwise affected. All references in these Articles of Incorporation to "officer", "director", "employee", "agent", "former officer", "former director", "former employee" or "former agent" shall include the heirs, estates, executors, administrators, descendants and personal representatives of any such persons.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 18th  
Day of DECEMBER, 2004.

Signatures

Mary Smith  
Registered Agent, Mary Smith

Mary Smith  
Incorporator, Mary Smith

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Incorporator

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Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by:

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