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FLORIDA NON-PROFIT CORPORATION

EAGLE PRIDE FOOTBALL BOOSTER CLUB, CORP.

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ARTICLES OF INCORPORATION

OF

EAGLE PRIDE FOOTBALL BOOSTER CLUB, CORP.

THE UNDERSIGNED, hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I.

NAME

The name of this corporation is EAGLE PRIDE FOOTBALL BOOSTER CLUB, CORP., (the "Corporation").

ARTICLE II.

PRINCIPAL OFFICE

The principal office and mailing address shall be located at 5330 SW 98 Court, Miami, Florida 33165.

ARTICLE III.

PURPOSE

The purpose for which this Corporation is organized generally is for charitable and educational purposes within the meaning of Section 501(c) (3) and/or 501(c) (4) of the Internal Revenue Code of 1986 as amended (the "Code"), and specifically to promote, encourage and support amateur highschool football at Southwest Miami Senior High School, Miami, Florida.

The Corporation has not been formed for pecuniary profit or financial gain and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors, officers or members except to the extent permitted under the Not-for-profit Corporation Law. Notwithstanding any other provision of the certificate, the Corporation shall not carry on any

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other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) or 501 (c)(4) of the Code or (b) by a corporation, contributions to which are deductible on the Section 170 (c) (2) of the Code.

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III.

MEMBERS

Membership in this Corporation is open to all persons interested in promoting the objectives of this Corporation.

ARTICLE IV.

DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board consisting of the number of directors determined by the Bylaws, but which shall consist of not less than three (3) directors. Directors need not be members of the Corporation.

2. All of the duties and powers of the Corporation shall be exercised exclusively by the Board of Directors, its agents, contractors, committees or employees, subject only to approval by the Membership when such approval is specifically required.

3. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies in the Board of Directors shall be filled in the manner provided by the Bylaws.

4. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chuck Viverka	5330 S.W. 98 th Ct. Miami, Florida 33165

Denise Bernhard

10005 S.W. 223 Lane
Miami, Florida 33190

Margarita Ruiz

2211 S.W. 98th Place
Miami, Florida 33165

Sherly Viverka

5330 S.W. 98th Ct.
Miami, Florida 33165**ARTICLE V.****OFFICERS**

The affairs of the Corporation shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at the first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

ARTICLE VI.**INDEMNIFICATION**

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation unless

and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Any indemnification under section 1 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members of the Corporation.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article VI.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such

person.

6. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VII

BYLAWS

The first Bylaws of the Corporation shall be those Bylaws adopted by the membership by a majority vote of those present at its first organizational meeting and may be altered, amended or rescinded in the manner provided by said Bylaws.

ARTICLE VIII

TERM

The term of the Corporation shall be perpetual, unless the Corporation is terminated sooner by the unanimous action of its members.

ARTICLE IX

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Green	9200 S. Dadeland Blvd. Suite 700 Miami, Florida 33156

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ARTICLE X.
RESIDENT AGENT

The Resident Agent of the Corporation for purposes of accepting service of process shall be JERRY GREEN, ESQUIRE having offices at 9200 S. Dadeland Blvd. Suite 700, Miami, Florida 33156.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this ___ day of June, 2005.


JERRY GREEN

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


JERRY GREEN

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI DADE)

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I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Jerry Green to me known to be the subscriber to the Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed. They are personally known to me or have produced identification and did not take an oath.

WITNESS my hand and official seal at said County and State this 16th day of

June, 2005.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

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