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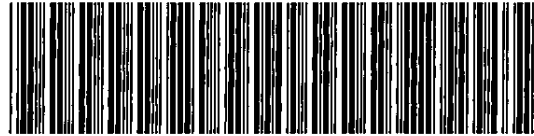
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DIVISION OF CORPORATIONS
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Amended
Art.
06/14/06
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: COCOA BEACH FOOTBALL BOOSTERS, INC.
(Name of Corporation)

DOCUMENT NUMBER: N06000004676

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JAMES H. GUEST, JR.

(Name of Contact Person)

REGISTERED AGENT

(Firm/Company)

8 WILLOW GREEN DR.

(Address)

COCOA BEACH, FL. 32931

(City/State and Zip Code)

For further information concerning this matter, please call:

JAMES GUEST

(Name of Contact Person)

at (321) 784-3544

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☒ \$52.50 Filing Fee, ~~Certificate of Status &~~
(2) Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED
Articles of Incorporation
of
A Florida Not-For-Profit Corporation

Cocoa Beach Football Boosters, Inc.

ARTICLE I.

The name of the corporation is the COCOA BEACH FOOTBALL BOOSTERS, INC.

NATURE OF BUSINESS

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of the COCOA BEACH FOOTBALL BOOSTERS, INC, amateur athletics' program, Brevard, Florida and any other related or corresponding purposes, by the distribution of its funds for such purposes.
- B. To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE II.

MEMBERS

Section 1. Qualification. Membership is open to all persons over the age of eighteen years who are interested in furtherance of the purposes of the Corporation.

Section 2. Manner of Admission. Each application for members must be sponsored by another member in good standing and be approved by a majority of the Board of Directors present at a meeting duly held in order for the applicant to become a member. These needs may be educational to parents and/or children. In addition to parents, membership should be made available to District staff and members of the community.

Section 3. Membership Classes. There shall be one class of membership:

Non-voting Members. The Board of Directors may establish one or more classes of nonvoting membership of the Corporation by resolution, and may assess dues on such Nonvoting Members. Unless otherwise specifically stated in these Bylaws to the contrary, all references to "Members" relate to Nonvoting Members, and not Voting Members.

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Section 4. Annual Meetings. The purpose of annual meeting of the Corporation is to elect Directors and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at the times and places designated by the Board of Directors.

The annual meeting of Members for any year shall be held no later than thirteen months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions of the Corporation.

Section 5. Special Meetings. Special meetings of the Corporation may be called by the Chairman of the Board of Directors or by a majority of the Board of Directors then in office. The purpose of each special meeting shall be stated in the notice, and may only include purposes which are lawful and proper for Board of Directors to consider.

Section 6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Florida.

Section 7. Notice of Meeting. Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than ten days, nor more than sixty days, before the date of the meeting. Notice shall be given by or at the direction of the Chairman of the Board of Directors or the Secretary, or by the persons calling the meeting, to each Member of record. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail and addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Florida Not-For-Profit Corporation Act (concerning corporate action that must be authorized or approved by the Board of Directors of the Corporation.), all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors. The Corporation shall adhere to **Section 9211-Parent Organizations, Booster Clubs, and other Fund Raising Activities of the Brevard County School District Bylaws and Policies.** The Corporation shall work within appropriate school setting and in cooperation with the principal and other staff members and shall abide by the policies of the Board. By the end of each year, the Corporation shall submit its tentative goals and objectives along with its fund-raising plans for the next school year to the principal for review. Should the goals and objectives or fund raising plans change during the school year, the principal is to be advised before any final revisions are made. All activities must be approved by the principal.

Section 2. Number, Qualification, Election and Tenure. The number of Directors shall be the number of Directors elected from time to time in accordance with the Articles of Incorporation, but shall never be less than three. The number of Directors may be

increased or decreased from time to time by amendment of the Articles according to law. The Directors need not be residents of the State of Florida. Directors shall be elected by the Members at the annual meeting of Members, and shall serve until the next succeeding annual meeting, and until their successors have been elected and qualified.

Section 3. Annual Meetings. The Board of Directors shall hold its annual meeting at the same place as (and immediately following) each annual meeting of the Corporation, for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held without notice, and at such time and at such place as shall be determined from time to time by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, or any other Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them

Section 6. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such meeting.

Section 7. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken signed by all of the Directors, is filed in the minutes of the Board of Directors. Such consent shall have the same effect as the unanimous vote.

Section 8. Notice and Waiver. Notice of any special meeting shall be given at least three days prior thereto by written notice delivered personally, by mail or by telegram to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when the Director stated at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum And Voting. The majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting (at which a quorum is present) shall constitute the action of the Board of Directors. If less than a quorum is present, then the majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors, unless otherwise provided by law or the Articles of Incorporation. A director elected to fill a vacancy shall hold office only until the next election of Directors by the Members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

Section 11. Removal. At any meeting of the Board of Directors called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Board of Directors then entitled to vote at an election of Directors. New Directors may be elected by the Board of Directors for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted.

If the Board of Directors fail to elect persons to fill the unexpired terms of removed Directors, and if the Board of Directors did not intend to decrease the number or Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

Section 12. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors (at which action on any corporate matter is taken) shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting because of an asserted conflict of interest.

Section 13. Conflict of Interest Policy

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested persons, he/she shall leave the governing board or committee meeting while the determination of conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a

more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violation of the Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual possible conflicts of interest, it shall inform the members of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV.

OFFICERS

Section 1. Officers. The Officers of this Corporation shall be a Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. A chairperson of the Board, and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. A failure to elect a Secretary or Treasurer shall not affect the existence of the Corporation.

Section 2. Election and Terms of Office. The officers of the corporation shall be elected annual by the Board of Directors, at its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contractual rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 5. Duties. The Chairman of the Board shall preside at all meetings of the Board of Directors. The Chairman shall be the chief executive officer of the Corporation.

Subject to the forgoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such addition powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

Section 6. Salaries. Reimbursement of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such reimbursement by reason of the fact that he is also a Director of the Corporation.

Section 7. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

ARTICLE V.

EXECUTIVE AND OTHER COMMITTEES

Section 1. Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

Section 2. Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of the Corporation in the management of its affairs, and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

Section 3. Other Committees. Such other Committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such Committee or Committees.

Section 4. Meetings. Regular meetings of the Executive Committee and other Committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other Committees. Special meetings of the Executive Committee or such other Committees may be called by any member thereof upon two days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to the notice of Directors' meetings.

Section 5. Vacancies. Vacancies on the Executive Committee (Or on other committees) shall be filled by the Board of Directors then in office, and at any regular or special meeting of the Board of Directors.

Section 6. Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quo rim for the transaction of business.

Section 7. Manner of Acting. The acts of majority of the members of the Executive

Committee (or other committees) present at any meeting at which there is a quorum shall be the act of such committee.

Section 8 Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

ARTICLE VI.

MEMBERSHIP CERTIFICATES

Section 1. Form and Issuance. Members of the Corporation may be issued certificates signed by the Chairman of the Board of Directors, and by the Secretary or an Assistant Secretary. Each membership certificate shall state the following: (a) the name of the corporation; (b) that the Corporation is organized under the laws of the State of Florida; (c) the name of the person or persons to whom issued; and (d) the class of membership. The membership certificate itself shall convey no rights or privileges, but shall be for identification only.

Section 2. Lost, Stolen or Destroyed Certificates. The Corporation may issue a new membership certificate (in the place of any certificate previously issued), if the Member named on the certificate, (a) makes proof in affidavit form that it has been lost, destroyed, or stolen; (b) requests the issuance of a new certificate; and (c) satisfied any other reasonable requirements imposed by the Corporation

ARTICLE VII.

BOOKS, RECORDS, AND REPORTS

Section 1 Inspection of Corporate Records. Any person who is on the Board of Directors of the Corporation shall have the right, for any proper purpose and at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Corporation. Upon the written request of and Board of Director, the Corporation shall mail to such Board of Director a copy of the most recent balance sheet and revenue disbursement statement.

If such request is received by the Corporation before such financial states are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any even, the financial statements must be mailed within four months after the close of the last fiscal year.

Additionally, balance sheets, and revenue and disbursement statements, shall be filed in the registered office of the Corporation in Florida, shall be kept for at least five years, and shall be subject to inspection during business hours by any Board of Director, in person or by agent.

ARTICLE VIII.

NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or

Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, function, or activities of the Corporation. The Corporation may contract in due course with its Members, Directors, and Officers, without violating this provision.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the taxable year of the Corporation for federal income tax purposes.

ARTICLE X.

SEAL

The corporate seal shall bear the name of the Corporation between two concentric circles, and in the inside of the inner circle shall be the year of incorporation.

ARTICLE XI.

INDEMNIFICATION

The Corporation shall indemnify each Officer And Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE XII.

INSURANCE

The Corporation shall purchase liability insurance (riders- self-insured) to protect the entity against claims resulting from damage or injury resulting from any act or omission of any school-support entity.

ARTICLE XIII.

DISSOLUTION PROVISION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such

organization or organizations organized and operated exclusively for similar purpose as described in Article IV hereof, and 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 State Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purpose. No assets of the corporation shall be distributed to any officer, director or member of the corporation.

ARTICLE XIV.

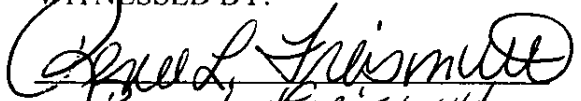

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

There are no members or members entitled to vote on the amended articles of Incorporation. The amended articles of incorporation were adopted by the board of directors on June 2, 2006.

The undersigned being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 2 day of JUNE 2006.

WITNESSED BY:


Renee L. Freismuth

Barbara I. Guest

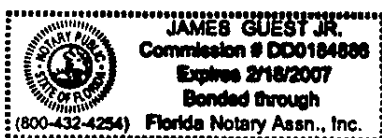

Joann Nichols, Incorporator
Chairperson

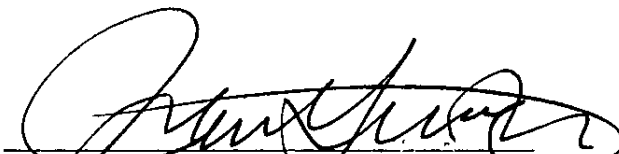
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared JOANN NICHOLS to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2 day of JUNE, 2006.

My Commission Expires:




Notary Public, State of Florida