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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE MIDDLETON HIGH ALUMNI CLASS OF 1963, INC.

The undersigned as incorporator of the corporation, pursuant to Chapter 617.2020, Florida Statutes, adopts the following Articles of Incorporation for such corporations.

ARTICLE I – CORPORATE NAME

The name of this corporation shall be The Middleton High Alumni Class of 1963, Inc. The principal place of business and mailing address of this corporation shall be P.O. Box 16672, Tampa, FL 33687.

ARTICLE II – PERIOD OF EXISTENCE

The period of duration of this non-profit corporation is perpetual unless dissolved according to law.

ARTICLE III – PURPOSE

This non-profit corporation is organized to (1) interact socially, encourage and support each other and other alumni classes; (2) record the history and legacy of class members and present a document of that history to the library of Middleton High School.

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

ARTICLE IV – POLICY

This non-profit corporation shall not endorse a candidate for public office. Neither the name of this corporation nor the name of any officers or directors in official capacity shall be used in any connection with a commercial concern or with any political interest, provided, however, that this corporation may endorse or oppose pending legislation and assume a stand on matters of public policy if so recommended by its members in furtherance of its purpose as stated herein.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 organization 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 organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 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 section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V – MEMBERSHIP

The membership of this corporation shall consist of persons who will perpetuate the association, pay dues, vote; 2) persons who were enrolled as students of Middleton High School and graduated in 1963. These members shall pay annual dues of \$60, shall have voting rights and can hold office. The corporation shall be the sole judge of qualification and classification of its members. Provisions for qualifying, classifying, admitting, and terminating members shall be made in the by-laws.

ARTICLE VI – SUBSCRIBERS

The names and residences of the subscribers to the Charter and Articles of Incorporation are the following officers and directors:

Officer Name	Officer Address	Office Held
Jesse Brinson	4821 Ashland Drive Tampa, FL 33610	President
George E. Shaw	328 Dorsett Avenue Lake Wales, FL 33853	Vice President
Jeraldine Williams Smith	2504 – East 12th Avenue Tampa, FL 33605-4039	Registered Agent
Shirley Gatlin Williams	107 E. Euclid Ave. Tampa, FL 33602	Treasurer
Emma Terry Dennard	10216 Joe Ebert Road Seffner, FL 33584	Event Coordinator
Ella Fields Porter	7117 North Whittier St. Temple Terrace, FL 33617	Event Coordinator

ARTICLE VII – ADMINISTRATION

The affairs of this corporation shall be managed and conducted by the Board of Directors and the regular members of said corporation. The duties, quorum, and meetings of the Board of Directors and regular members shall be prescribed in the by-laws of the corporation. The election and terms of office and replacement or filling of a vacancy of the officers and directors shall be as prescribed in the by-laws.

ARTICLE VIII – OFFICERS AND DIRECTORS

The officers of this corporation shall be president, vice president, secretary, treasurer, event coordinators, and other officers that may be enumerated in the by-laws. The Directors shall serve with the elected officers to manage the corporation on a regular basis. Their number shall be prescribed in the by-laws of this corporation. The election and terms of office and replacement or filling of a vacancy of the officers and directors shall also be prescribed in the by-laws.

ARTICLE IX – INDEBTEDNESS

The highest amount of indebtedness to which the corporation may at any time subject itself is Two Thousand Five Hundred Dollars (\$2,500). This indebtedness may not occur without a vote as prescribed in the by-laws of this organization. No part of income of this corporation shall ever be distributed to its membership, directors, or officers. Dues and contributions may be accepted as prescribed in the by-laws.

ARTICLE X – DISSOLUTION

Upon dissolution of the corporation, after all indebtedness is paid, assets shall be distributed for one or more exempt purposes within the meaning of Sec 501(c)(3) of the Internal Revenue 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 may be disposed of by the Circuit Court of Hillsborough County, Florida, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purpose.


ARTICLE XI – BYLAWS

The by-laws of this corporation shall be adopted and from time to time amended by a majority vote of the active members present at a duly called meeting.

ARTICLE XII – AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at a properly noticed general meeting of the membership provided the amendment has been put in writing and mailed to the members at least ten (10) days prior to the meeting at which a vote of such amendment occurs. If the amendment is approved, a certified copy shall be filed with the Secretary of the State of Florida, and shall become effective upon approval of same.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Tampa, Hillsborough County, Florida, this 13th day of June, 2006.

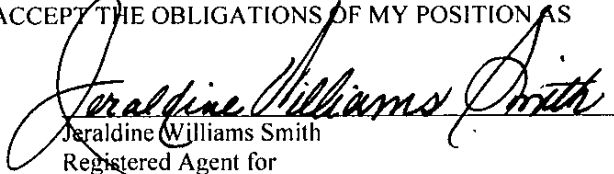

 JESSE BRINSON, PRESIDENT
 EIN: 65-1282415

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sec 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is
THE MIDDLETON HIGH ALUMNI CLASS OF 1963, INC.
2. The name and address of the registered agent are:
Jeraldine Williams Smith
2504 - East 12th Avenue
Tampa, FL 33605-4039

HAVING BEEN NAMED AS REGISTERED AGENT AND AGREEING TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Jeraldine Williams Smith
Registered Agent for
Middleton High Alumni Class of 1963, Inc.
June 13, 2006



George E Shaw
My Commission DD367190
Expires December 22 2008


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, Notary Public in and for said County and State, on this 13th day of June, 2006, personally appeared JERALDINE WILLIAMS SMITH, to me known to be the identical person who executed the within and foregoing instrument and acknowledged to me that she executed the within and foregoing instrument as her free and voluntary act and deed for the uses and purposes set forth therein.


NOTARY PUBLIC, State of Florida 06-13-06 DATE
My commission expires: