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GRAY ROBINSON

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FLORIDA PROFIT/NON PROFIT CORPORATION

CENTRAL CATHOLIC CHAMPIONS CLUB, INC.

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**ARTICLES OF INCORPORATION
OF
CENTRAL CATHOLIC CHAMPIONS CLUB, INC.**

Having the desire to promote the athletic programs of Melbourne Central Catholic High School, the undersigned hereby forms a corporation not-for-profit under Chapter 617 of the Florida Statutes, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: CENTRAL CATHOLIC CHAMPIONS CLUB, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are:

To promote athletics at Melbourne Central Catholic High School in an atmosphere that is consistent with the academic and Catholic philosophy of the school community.

In general, and in furtherance thereof, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (collectively, the "Code"); or (ii) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Patrick F. Healy, Esq.
GrayRobinson, P.A.
1800 W. Hibiscus Blvd., Ste 138
Melbourne, Florida 32901
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The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation or other remuneration shall be paid to any officer, director, creator or organizer of the Corporation or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for the Corporation, or as a reimbursement for reasonable expenses incurred in support of the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

The Corporation shall have members who shall be admitted and qualified in accordance with the Corporation's bylaws.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - BOARD OF DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of the Corporation's Board of Directors. Additionally, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors shall be elected as provided in the Bylaws. Each Director shall serve the Corporation until his or her successor is duly appointed and seated in accordance with the Corporation's Bylaws. The number of Directors may be either increased or decreased at any time or from time to time in accordance with the Bylaws, but shall never be less than seven (7).

The names of the persons who are serving as the Corporation's Initial Board of Directors are as follows:

Mike Erdman	Phil Slover
John Cacciatore	Tammy Lussier
Michael McLaughlin	Sue Rogers
Susan Sanders	

The address of each of the Corporation's Directors is c/o Central Catholic Champions Club, Inc., 445 E. Merritt Island Causeway, Merritt Island, Florida 32952.

The Corporation's Board of Directors may designate one or more committees to report to and otherwise advise and assist the Board of Directors with the management of the business of the Corporation.

ARTICLE VII - OFFICERS

The Corporation's Board of Directors shall, in accordance with the Bylaws, appoint officers who will manage the day-to-day affairs of the Corporation. The names and titles of those persons who are currently serving as the officers of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Mike Erdman	Chairman of the Board
John Cacciatore	President
Michael McLaughlin	Vice President
Phil Slover	Secretary
Susan Sanders	Treasurer
Tammy Lussler	Director – Fundraising
Sue Rogers	Director – Community Relations

ARTICLE VIII - BYLAWS

The Corporation's Bylaws shall be approved by resolution adopted by a majority of the Board of Directors, and thereafter may be altered, amended, repealed or rescinded by resolution adopted by a majority of the Board of Directors.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

Any provision contained in these Articles of Incorporation may be amended, altered or rescinded at any time or from time to time by: (i) resolution adopted by a majority of the full Board of Directors, (ii) resolution adopted by a majority of the members, or (iii) any other manner provided by applicable law.

ARTICLE X - DISSOLUTION

The Corporation may be liquidated or dissolved by: (i) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable law. Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Code. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent and the street address of the Corporation's registered office are as follows:

Patrick F. Healy
c/o GrayRobinson, P.A.
1800 W. Hibiscus Boulevard, Suite 138
Melbourne, Florida 32901

**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of the Corporation shall be:

445 East Merritt Island Causeway
Merritt Island, Florida 32952

IN WITNESS WHEREOF, these Articles of Incorporation shall be effective as of the date filed with the Secretary of State of the State of Florida.

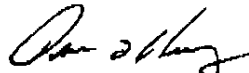
CENTRAL CATHOLIC CHAMPIONS CLUB, INC.,
a Florida not-for-profit corporation

By: 
Mike Erdman

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Dated: May 10, 2007.



Patrick F. Healy, Esq.
c/o GrayRobinson, P.A.
1800 W. Hibiscus Boulevard, Suite 138
Melbourne, Florida 32901

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