

**NO 700008022**

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September 17, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MCHS GIRLS VOLLEYBALL BOOSTER CLUB, INC  
1860 SW CRANE CREEK AVE  
PALM CITY, FL 34990

SUBJECT: MCHS GIRLS VOLLEYBALL BOOSTER CLUB, INC  
REF: N07000008022

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Sylvia Gilbert  
Regulatory Specialist II

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MCHS GIRLS VOLLEYBALL BOOSTER CLUB, INC**

The Articles of Incorporation for MCHS GIRLS VOLLEYBALL BOOSTER CLUB, INC, a Florida non profit corporation ("Corporation") were filed on August 14, 2007 and assigned Florida Document Number N07000008022. These Amended & Restated Articles of Incorporation were unanimously adopted on September 17, 2012 by the Board of Directors of the Corporation pursuant to §617.1002, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the Board of Directors. These Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation, as amended.

**ARTICLE I  
NAME**

The name of this Corporation is MCHS GIRLS VOLLEYBALL BOOSTER CLUB, INC

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street and mailing address of the principal office of the Corporation is 108 N. Sewalls Point Road, Stuart, FL 34996.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The name and street address of the Corporation's registered agent is:

Karl Lydon  
108 N. Sewalls Point Road  
Stuart, FL 34996

**ARTICLE IV  
OBJECTS, PURPOSES AND POWERS**

Section 1. The purpose of the Corporation is to organize exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to provide a vehicle for promoting the volleyball program of Martin County High

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School, and to engage in any other activities which further these purposes or are ancillary or incident thereof, and to engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

Section 2. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 4. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax 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 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 purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 5. The Corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

#### **ARTICLE V** **MEMBERS**

The Corporation shall not have any members.

#### **ARTICLE VI** **TERM**

The Corporation shall exist perpetually.

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**ARTICLE VII**  
**BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The names and addresses of the Board of Directors who shall hold office until the next annual meeting and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Brett Ashley	5248 SW Landing Creek Lane Palm City, FL 34990
Kari Lydon	108 N. Sewalls Point Road Stuart, FL 34996
Pam Turner	1940 SW Crane Creek Avenue Palm City, FL 34990
Kim Martin	2037 SW Stratford Way Palm City, FL 34990

**ARTICLE VIII**  
**OFFICERS**

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The officers are:

Brett Ashley	President
Kari Lydon	Vice President
Pam Turner	Secretary
Kim Martin	Treasurer

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ARTICLE IX  
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he/she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.


ARTICLE X  
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Directors of the Corporation.

ARTICLE XI  
BY-LAWS

The Corporation has adopted By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the affirmative vote of a majority of the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned executed these Amended and Restated Articles of Incorporation on this 17<sup>th</sup> day of September, 2012.

  
Kari Lydon, Vice President

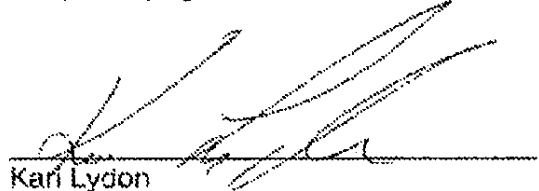
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**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated Corporation, at the place (i.e., registered office) designated in the Amended and Restated Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place (registered office).

Dated this 17<sup>th</sup> day of September, 2012.



Karl Lydon  
108 N. Sewalls Point Road  
Stuart, FL 34996

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