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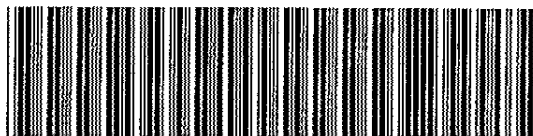
(Business Entity Name)

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2001 OCT 15 P 4: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-16-07
CO-91-01

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Okeeheelee Middle School PTSO, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Patricia Kingsley

Name (Printed or typed)

2200 Pinehurst Drive

Address

Greenacres, FL 33413

City, State & Zip

(561) 310-0900

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
FOR
OKEEHHEEL MIDDLE SCHOOL PTSO, INC.

FILED
2007 OCT 15 P 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida Not for Profit Corporation Act, pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation.

Article I. - NAME

The name of the corporation shall be Okeehheel Middle School PTSO, Inc.

Article II. - ADDRESS

The principal place of business and mailing address of this corporation shall be 2200 Pinehurst Drive, Greenacres, FL 33413.

Article III. - PURPOSE

The purposes for which the corporation is organized are to provide an organizational base for unifying the efforts of its membership in activities beneficial to Okeehheel Middle School and to enhance communication between Okeehheel Middle School, the PTSO membership, and the neighboring community. The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 paragraph one (1) of Article Three (III) hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV. – MANNER OF ELECTION

The manner in which the directors are elected or appointed is provided for in the Bylaws of the Corporation.

Article V. – INITIAL DIRECTORS AND/OR OFFICERS

The initial Board of Directors of the Corporation shall consist of four (4) Directors. The number of Directors may be either increased or diminished from time to time by the Directors, but shall never be less than four (4) nor more than twenty (20). The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified are as follows:

President	Patricia Kingsley	1603 64 th Drive South West Palm Beach, FL 33415
Vice President	Edward Coluzzi	1533 Olive Tree Circle Greenacres, FL 33413
Treasurer	Celia Grochowski	6608 Windmill Way Greenacres, FL 33413
Secretary	Sara Fonseca	1557 Pebble Beach Lane Greenacres, FL 33413

Article VI. – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Patricia Kingsley, 1603 64th Drive South, West Palm Beach FL 33415.

Article VII. – INCORPORATOR

The name and address of the incorporator for these articles of Incorporation is Thomas Grochowski, 6608 Windmill Way, Greenacres FL 33413.

Article VIII. – DURATION

The duration of the company shall be perpetual from the date of filing the articles of organization with the Secretary of State of Florida.

Article IX. – COMPANY EXISTENCE

The company's existence shall begin effective as of October 6, 2007.

Article X. – OWNERSHIP

The corporation shall have no shareholders or members.

Article XI. – INDEMNIFICATION

Other provisions for the regulations of the internal affairs of the Company are:

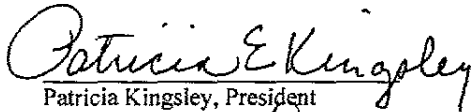
1. The Company shall indemnify any individual made a party to a proceeding because he is or was a manager, officer, organizer, employee or agent of the Company against liability incurred in the proceeding if:
 - a. He conducted himself in good faith;
 - b. He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and
 - c. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.
2. Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the interest of the participants in and beneficiaries of such plan.
3. The Company shall pay for or reimburse the reasonable expenses incurred by a manager, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:
 - a. The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described herein;
 - b. The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance of it is ultimately determined that he did not meet the standard of conduct; and
 - c. A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

- d. The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.
4. The indemnification and advance of expense authorized herein shall not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any Operating Agreement, Bylaw, agreement, vote of directors or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.
5. In addition to the foregoing, the Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or on account of enforcing the indemnification right hereunder, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

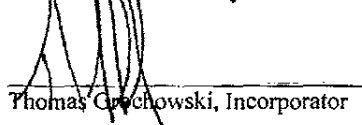
Article XII. – DISSOLUTION

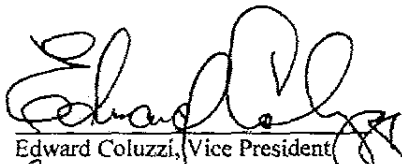
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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

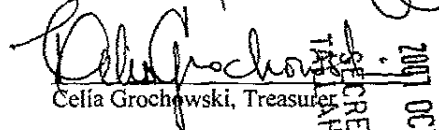
IN WITNESS WHEREOF, the Articles of Organization are executed under penalties of perjury by all of the trustees of the Company effective as of the 6th day of October, 2007.


Patricia Kingsley, President


Sara Fonseca, Secretary


Thomas Grochowski, Incorporator


Edward Coluzzi, Vice President


Celia Grochowski, Treasurer

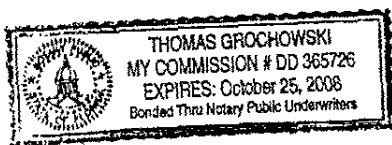
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

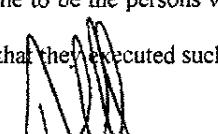
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State of Florida

County of Palm Beach

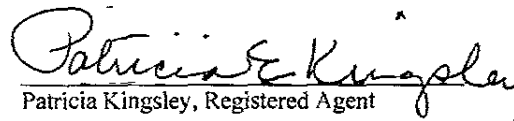
On this 6th day of October, 2007 before me, the undersigned notary public, personally appeared Patricia Kingsley, Edward Coluzzi, Sara Fonseca, and Celia Grochowski, known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.




Thomas Grochowski
Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the nonprofit corporation named above, at the place designated in these Articles, I agree to act in this capacity, and agree to comply with the statutory provisions relative to the maintenance of an office.


Patricia Kingsley, Registered Agent