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WR-15636

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03/25/08--01049--004 \*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 APR -4 PM 4:25

FILED

2 Burch APR 7 2008

March 20, 2008

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

SUBJECT: MELBOURNE HIGH SCHOOL DISTANCE BOOSTER CLUB, INC.  
Incorporation Request

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for:

\$78.75 Filing Fee & Certificate of Status

FROM: Andrew M. Atkinson  
1602 Pine Street  
Melbourne Beach, FL 32951  
321-794-5471



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 26, 2008

ANDREW M. ATKINSON  
1602 PINE STREET  
MELBOURNE BEACH, FL 32951

SUBJECT: MELBOURNE HIGH SCHOOL DISTANCE BOOSTER CLUB, INC.  
Ref. Number: W08000015636

We have received your document for MELBOURNE HIGH SCHOOL DISTANCE BOOSTER CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 408A00017994

RECEIVED  
08 APR - 4 AM 8:00  
DIVISION OF CORPORATIONS

FILED

2008 APR -4 PM 4:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

MELBOURNE HIGH SCHOOL DISTANCE BOOSTER CLUB, INC.

The undersigned natural person, being more than eighteen (18) years of age, acting as the Incorporator, does hereby organize and establish a not for profit corporation under the Florida Non-profit Corporation Act and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is Melbourne High School Distance Booster Club, Inc. ("Corporation").

ARTICLE II

Principal Place of Business

The principal place of business and mailing address of the corporation is 1602 Pine Street, Melbourne Beach, Florida 32951.

ARTICLE III

Purpose

The Corporation is organized and formed as a professional Corporation and business league within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") as now enacted or hereafter amended. To this end, the corporation shall exclusively advance and promote the development of high school amateur athletes in the distance running program for the students of Melbourne High School in Melbourne, Florida. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose.

## ARTICLE IV

### Board of Directors/Members

A. Exercise of Powers. The corporation shall have no voting members. The Corporation powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. No member or Director shall have any right, title, or interest in or to any property of the corporation.

B. Names and Addresses. The names of the persons who are to serve as the initial Board of Directors of the Corporation until their successors shall be elected and shall qualify, are as follows:

<u>Name</u>	<u>Address</u>
Andrew M. Atkinson	1602 Pine Street, Melbourne Beach, FL 32951
Heather Chambers	501 Second Avenue, Melbourne Beach, FL 32951
Carolyn Feltus-Atkinson	1602 Pine Street, Melbourne Beach, FL 32951

C. Composition of Board. The Board of Directors shall consist of the Officers of the Corporation. The Board of Directors shall consist of at least three individuals.

D. Election of the Board of Directors. The initial Board of Directors is appointed by the incorporator. After that, each director shall be elected by majority vote of the Board of Directors as set forth in the bylaws. Any director may be removed by the affirmative vote of a least two-thirds of the Board of Directors.

## ARTICLE V

### Powers and Restrictions

A. Powers. In the furtherance of and subject to the purpose set forth in Article III of these Articles of Incorporation, the Corporation may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under and pursuant to the laws of the State of Florida.

B. Restrictions Upon the Power of Directors, Officers and Others.

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, or Officer of the Corporation or any other private individual (except that reasonable payments may be paid for expenses incurred or compensation for services rendered on behalf of the Corporation affecting one or more of its purposes) and no such member, Director or Officer or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the tax-exempt purposes of the Corporation. All income received by the Corporation shall be used for the purposes defined herein.
2. No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individuals.
3. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt pursuant to Section 501(c)(3).

4. Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined in the Florida Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of by a distribution to an organization or organizations then eligible to receive such distributions under the then applicable provisions of the Code by recommendation of the then acting Board of Directors and approval of a majority of the voting members of the Corporation.

## ARTICLE VI

### Indemnification

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorney's fees) incurred by reason of the fact that such person is or was a Director of the Corporation. The Corporation shall also indemnify any person who is serving or has served the Corporation as Director, Officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the membership or Directors, contract, or otherwise, so long as such provision is legally permissible.

## ARTICLE VII

### Amendments

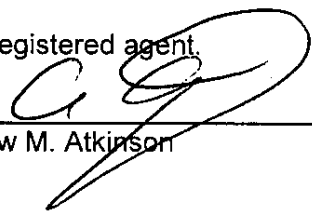
These Articles of Incorporation may be amended or any provision repealed contained herein upon receiving an affirmative vote of at least two-thirds (2/3) of the Board of Directors.

## ARTICLE VIII

### Offices

A. Registered Agent. The street address of the initial registered office of the Corporation is 1602 Pine Street, Melbourne Beach, FL 32951 and the name of the initial registered agent of the Corporation at such address is Andrew M. Atkinson.

I hereby am familiar with and accept the duties of registered agent.

  
\_\_\_\_\_  
Andrew M. Atkinson

B. Principal Office. The address of the initial principal office of the Corporation is 1602 Pine Street, Melbourne Beach, FL 32951. The address of each of the Officers of the Corporation will change from time to time.



ARTICLE IX

Incorporator

The name and address of the Incorporator of the Corporation is Andrew M. Atkinson, 1602 Pine Street, Melbourne Beach, FL 32951.

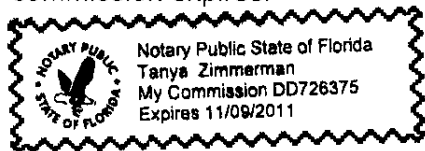
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator designated in Article IX of these Articles of Incorporation, have executed the Articles of Incorporation as of this 21 day of March, 2008

  
\_\_\_\_\_  
Andrew M. Atkinson

STATE OF Florida  
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 21 day of March 2008 by Andrew Atkinson

My commission expires:



  
\_\_\_\_\_  
Notary Public