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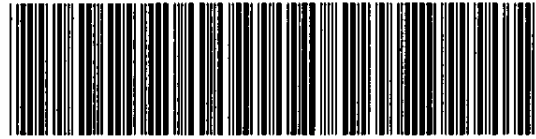
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2008 SEP 25 PM 4: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 25 2008

COVER LETTER

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

SUBJECT: GHS JV Cheerleaders Booster Club, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GHS JV Cheerleaders Booster Club, Inc.
Name (Printed or typed)

1900 NW 13th Street
Address

Gainesville, Florida 32609
City, State & Zip

352-494-2417
Daytime Telephone number

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

FILED
2008 SEP 25 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GHS JV CHEERLEADERS BOOSTER CLUB, INC.
ARTICLES OF INCORPORATION AND BYLAWS
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I – NAME

Section I. Name

A. The name of this non-profit organization is GHS JV Cheerleaders Booster Club, Inc. (Boosters).

ARTICLE II – PRINCIPAL OFFICE

Section I. Principal Office

A. The place in this state where the principal office of the Corporation is to be located is the City of Gainesville, Alachua County. The principal street address and mailing address is 1900 NW 13th Street, Gainesville, FL 32609.

ARTICLE III – PURPOSE

Section I. Purpose

A. The mission of the GHS JV Cheerleaders Booster Club, Inc. is to promote team awareness in the community, increase pride and morale among the coaches, players, parents and friends of the GHS Cheer program, and to provide support for our mission through volunteer and fundraising activities. GHS JV Cheerleaders Booster Club, Inc is organized exclusively for charitable and educational purposes, more specifically to:

- Support cheerleaders/dancers in pursuit of their quest to compete in local, regional, and national championships.
- Offer educational opportunities for cheer coaches and dance instructors.
- Offer awards/gifts to cheerleaders/dancers in pursuit of higher education and financial support.
- Offer organized fundraisers and financial support to cheerleaders and dancers with family hardships.

ARTICLE IV – OFFICERS

Section I. Initial Officers

A. The names and addresses of the persons who are the initial officers of the corporation are as follows:

President	Keisha Ramsey-Bradley	1800 NW 4 th Street, Gainesville, FL 32609
Vice-President	George McKenzie	5426 NW 33 rd Street, Gainesville, FL 32653
Secretary	Michelle Matchell	7230 SW 80 th Terrace, Gainesville, FL 32608
Treasurer	Orianna Snook-Myers	14604 SE 11 th Drive, Micanopy, FL 32667

Section II. Officer Election

A. The President, Vice-President, Secretary, Treasurer, Communications Coordinator and Fundraising Coordinator will be elected by nomination and majority vote of the members present at the Annual Election Meeting.

B. A call for Officer Nominees will go out at the First Annual Membership Meeting.

C. Incoming Officers will assume their duties and responsibilities immediately upon election.

D. The Faculty Cheer Sponsor and the JV Team Coaches will serve as Ex Officio Officers of the Boosters.

Section III. Officer Duties

A. Duties of the Officers are detailed in these Boosters Bylaws.

B. The President will preside at all meetings, will act as a Booster Club representative and liaison, will serve as advisor to committee chairs, will act as Chairman of the Board of Directors, and will fulfill other duties as prescribed by the Procedural Rules and the Board of Directors.

C. The Vice President will assume all responsibilities of the President when the President is unable to perform them, will assist the President as an advisor to committee chairs, will review the Booster Club Bylaws annually, will form a Special Bylaw Amendment Committee if extensive changes are required, and will fulfill other duties as prescribed by the Bylaws and the Board of Directors.

D. The Secretary will take minutes of all meetings, will submit minutes for approval, will maintain all files and records of the Boosters, and will fulfill other duties as prescribed by the Board of Directors.

E. The Treasurer will maintain financial records of all Booster transactions, will work with GHS Athletics Department and Administration personnel to track and validate all income and authorized payments, will assist with audit procedures, and will fulfill other duties as prescribed by the Bylaws and the Board of Directors.

F. The Communications Coordinator will inform the Membership and the public of all special events, meetings and cheering schedules via email and the cheer web site and will fulfill other duties as prescribed by the Board of Directors.

G. The Fundraising Coordinator will be responsible for cultivating fundraising ideas and implementing them with the approval of the Booster Board and will fulfill other duties as prescribed by the Board of Directors.

Section IV. Officer's Term of Office

A. The term of office is from the Annual Election Meeting until the Annual Election Meeting of the following year; but subject to change based on the timing of the Annual Election Meeting as described in Article VIII, Section III, Item A (Annual Election Meeting).

B. Officers who are elected at any time later than the Annual Election Meeting will end their term of office on the date of the following years Annual Election Meeting, even though their total term may be less than one year.

Section V. Officer Vacancies

A. If an Officer position is vacated during an administrative year, nominations will be taken from among the remaining volunteer Board Members and volunteer Committee Members to fill the open position.

B. Upon notification of the Membership not less than fourteen (14) days in advance of the scheduled meeting date, the open position will be filled upon a majority vote of the Members in attendance at the next meeting, after discussion and consideration of the interested volunteer Board Members.

C. In the event that the vacated position is that of President, the Vice-President will succeed the President.

Section VI. Removal of Officers

A. Issues or concerns with officers' performance of their duties should be first addressed with the specific officer involved.

B. If there is no resolution, those with concerns should contact the GHS Cheer Sponsor or GHS Principal to express their concerns and explain the resolution action already taken. If warranted the GHS Sponsor will discuss the concerns with the officer in question.

C. If the GHS Cheer Sponsor or GHS Principal determines that removal may be warranted, a Membership meeting of the Boosters to discuss and vote on removal of that officer will be scheduled. The right to a trial will be afforded to any officers or Director who has been accused of misconduct.

D. Members must be notified not less than fourteen (14) days in advance of a meeting to vote on removal of an officer.

E. If, by a majority vote of the Membership, the officer is removed, the GHS Cheer Sponsor will instruct the officer in writing to step down and immediately transfer all materials relative to their office to the office of the GHS Cheer Sponsor.

F. The vacant officer's position will be filled using the guidelines detailed in Section V. Officer Vacancies.

ARTICLE V – INITIAL REGISTERED AGENT

Section I. Initial Registered Agent

A. The name and Florida street address of the registered agent is:
Orianna J. Snook-Myers, 14604 SE 11th Drive, Micanopy, FL 32667

ARTICLE VI – INCORPORATOR

Section I. Incorporator

A. The name and Florida street address of the Incorporator is:
Orianna J. Snook-Myers, 14604 SE 11th Drive, Micanopy, FL 32667

ARTICLE VII – MEMBERSHIP

Section I. Membership

A. Membership is open to parents and guardians of JV Cheer Team members, GHS Alumni, and community members wanting to support the GHS JV Cheer program. .

B. Membership is automatically granted to parents and guardians of current JV cheer team members.

C. Membership is granted to Alumni and interested community members who have notified the Boosters President in writing of their desire to participate.

Section II. Membership Dues

A. There are monthly membership dues that are formed at the beginning of each term of membership by officer vote.

Section III. Membership Term

A. The term of Membership is the administrative year of the organization, from May 1st to April 30th.

Section IV. Membership Rights

A. Member voting is conducted to elect or remove officers, and to change or amend the Bylaws; in accordance with Article VIII, Sections II of these Bylaws.

B. Member voting rights are given all Members.

C. All Members are eligible to volunteer and act as Committee Members, Committee Chairs, Board Members, and Officers, subject to the rules governing those positions.

ARTICLE VIII – MEETINGS

Section I. Membership Meetings

A. Booster Membership Meetings will be held a minimum of eight (8) times over a 12-month period.

B. When necessary, the President will adjust the date, time, and place of individual meetings.

C. The Communications Coordinator will advise the Membership of meeting date and time changes not less than five (5) days prior to the new meeting date.

D. The Communications Coordinator will publish Meeting times and dates on the Cheer web site, changes to the meeting schedule will be published not less than five (5) days prior to the new meeting date.

E. Membership Meetings that call for Member voting on changes to the Bylaws, election, or removal of officers will be announced and published on the Cheer web not less than fourteen (14) days prior to the new meeting date.

Section II. Member Voting Meetings

A. Member Voting Meetings will be called to elect officers (The Annual Election Meeting), to remove or replace Officers (The Special Election Meeting), and to amend the Bylaws (The Bylaws Voting Meeting).

B. Proxy and absentee voting are expressly prohibited in connection with any Member Voting Meeting.

C. All Member Voting Meetings will be announced and published on the Cheer web site not less than fourteen (14) days prior to the scheduled meeting date.

Section III. Annual Election Meeting

A. The Annual Election Meeting will be held during the first Membership Meeting held after tryouts in the Spring.

B. The scheduled date, and any change to the date of any Election Meeting will be announced not less than fourteen (14) days prior to the new meeting date.

Section IV. Special Election Meeting

A. A Special Election Meeting may be called if Vacated Officer Positions must be filled.

B. Special Election Meetings will be announced not less than fourteen (14) days prior to the scheduled meeting date.

Section V. The Bylaws Voting Meeting

A. A Bylaws Voting Meeting will be called if the Board of Directors submits changes to the Bylaws for approval by the Membership, in accordance with Article XI of these Bylaws.

B. The scheduled date of any Bylaws Voting Meeting, and the proposed changes, will be announced not less than fourteen (14) days prior to the new meeting date.

Section VI. Member Participation and Voting

A. The privilege of making motions, debating, and voting will be limited to Booster Members, Officers, and Board Members who are eligible to vote and are physically present to cast their vote.

B. Proxy and absentee voting are expressly prohibited in connection with any Membership vote, in accordance with Article VII, Section II of these Bylaws.

C. A vote of the Members is required to elect or remove officers, and to change or amend the Bylaws.

D. At the Annual Election Meetings, Members will vote by voice or written ballot. The President will determine the form of the vote.

E. A quorum must be present in order for a vote of the Members to be effective, in accordance with Article VIII, Section VII of these Bylaws.

F. A majority of the votes cast will be necessary to elect officers. A 2/3-majority vote is required to change or amend the Bylaws.

Section VII. Member Quorum Requirements for Member Voting Meetings

A. A quorum will be at least twelve (12) Members. Officers, Board Members, and Candidates will be counted toward the required quorum.

ARTICLE IX– BOARD OF DIRECTORS

Section I. Determination of the Board of Directors

A. The Board is composed of the six (6) Booster Club elected officers, the President, Vice-President, Secretary, Treasurer, Communications Coordinator and Fundraising Coordinator.

B. The Board of Directors consists of a minimum of three (3) and a maximum of nine (9) Members, this includes the six (6) elected officers.

C. If Board Membership drops below three (3) members, the President will convene a Nominating Committee consisting of Board members and any interested Booster members. Booster members will be notified that they may nominate themselves for Board positions.

D. In the event that a Special Election is held, Board Nominees will be confirmed as Board Members based on popular vote of the membership. Each Member will vote by written ballot, casting a vote for each of the open Board seats by naming one choice for each available seat from the pool of Nominees. The total number of votes for each Nominee will be tabulated, and the candidates who have received the most votes will fill available Board seats.

Section II. Duties of the Directors

A. Booster affairs are overseen and managed by a Board of Directors. Decisions regarding Booster business will be made through discussion at Board meetings and a majority vote of the Board. The board will decide which issues to take to the Membership at large.

Section III. Board of Directors Meetings

A. An annual Board meeting will be held in the spring around the time of tryouts for the purpose of planning the budget and activities for the upcoming school year. Regular Board meetings may be held without notice at such time and place as the Board may arrange.

- B. Business submitted to the Board of Directors for approval will be passed by a majority vote of the Board Members present.
- C. Each Board Member, with the exception of the President, is entitled to a vote. However, in the event of a tied vote, the President casts the deciding vote.
- D. Board Members may vote by voice or written ballot as directed by the Chairman.
- E. A quorum must be present in order for a vote to be passed.

Section IV. Quorum for Board of Directors Meetings

- A. A quorum for Board of Directors Meetings will be at least *51% of the current Board*. Officers and At-Large Board Members will be counted toward the required quorum.

Section V. Board Members Term of Office

- A. Officers who are Board Members by virtue of their office will serve their Board terms concurrently with their term of office, in accordance with Article IV, Section IV of these Bylaws.
- B. Volunteers who are Board Members by virtue of their committee membership will serve their Board terms over the administrative year of the organization, from May 1st to April 30th.
- C. Board Members who join the Board at any time after May 1st will end their term of Board Membership on April 30th, even though their total term may be less than one year.

Section VI. Board Vacancies

- A. Vacated Board positions will be refilled by qualified Board Applicants using the Board Application process detailed in Article IX, Section I. However, if the number of Board Members drops below the minimum allowed by the bylaws and no qualified Board Applicants are available, a volunteer will be called for from among the Membership.

ARTICLE X – AUTHORITY

Section I. Parliamentary Authority and Rules of Order

- A. Robert's Rules of Order will govern proceedings of all meetings.

Section II. Governance

- A. This organization will be governed by these bylaws, Alachua County Schools District Organization Procedures, and Federal and Florida law relating to non-profit 501(c)(3) organizations.

ARTICLE XI – CHANGES TO THE BYLAWS

Section I. Changes

- A. Proposed changes to these bylaws shall be presented to the Booster Board of Directors and submitted for approval by the Membership at the next Membership Meeting, subject to the rules governing advance notice for voting meetings.
- B. Changes shall be incorporated into the bylaws upon receiving 2/3-majority vote of the Membership present.

ARTICLE XII – EARNINGS

Section I. Earnings

- A. 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 Article Third 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

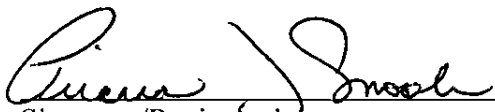
ARTICLE XIII – DISSOLUTION

Section I. Dissolution

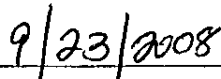
A. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or 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.



Having been named as a 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.



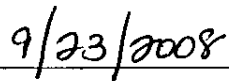
Signature/Registered Agent



Date



Signature/Incorporator



Date