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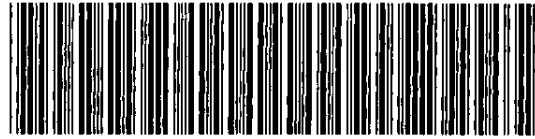
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-6-08
2008

THE KRAMER LAW FIRM P.A.

FREDERICK C. KRAMER
PETER HUY

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August 22, 2008

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

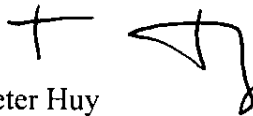
Re: Filing Articles of Incorporation for
MST Academy Boosters, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation for MST Academy Boosters, Inc., together with a check in the amount of \$78.75 made payable to the Florida Department of State to cover filing related fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and attention.

Very truly yours,

A handwritten signature in black ink, appearing to be 'Peter Huy', with a stylized flourish at the end.

Peter Huy
For the Firm

PH
Enclosures

**ARTICLES OF INCORPORATION
OF
MST ACADEMY BOOSTERS, INC.**

Pursuant to Sections 617.01201 and 617.0202, Florida Statutes, these Articles of Incorporation are created by Erik W. Cioffi, whose address is 701 Chiquita Boulevard N., Cape Coral, Florida 33993 for the purposes set forth below.

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TALLAHASSEE, FLORIDA

**ARTICLE I:
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the corporation is MST ACADEMY BOOSTERS, INC. The corporation's principal address shall be 701 Chiquita Boulevard, Cape Coral, Florida 33993.

**ARTICLE II:
PURPOSE**

This 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 of 1986 (as such Section or corresponding Section of any future federal tax law, may be amended from time to time). All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The specific purposes for which the corporation is organized are:

1. To assist in and contribute to the academic growth and development of the MST Academy students attending Mariner High School.
2. To provide financial assistance for equipment, supplies, teacher stipends, professional development expenses, student conference expenses and other costs associated with the MST Academy at Mariner High School that are not covered through the normal school budget.
3. To solicit gifts, donations, bequests, fundraising and to administer funds received in connection with the purposes of the corporation.
4. Taking such other actions as may further the general purpose of the corporation.

ARTICLE III:
NON-STOCK, NON-PROFIT

The corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the corporation shall be distributed or inure to the private benefit of any member, Director or officer. All funds and the title to all property acquired by the corporation shall be held for the benefit of the members of the corporation in accordance with the provisions of these Articles of Incorporation and the Bylaws.

ARTICLE IV:
POWERS

The powers of the corporation shall be those required to achieve the purposes of the corporation as set forth in these Articles of Incorporation and shall include those powers specifically enumerated in the Bylaws of the corporation.

ARTICLE V:
MEMBERSHIP

The criteria for selecting members shall be established in accordance with the Bylaws of the corporation.

ARTICLE VI:
TERM

The term of the corporation shall be perpetual.

ARTICLE VII:
BYLAWS

The Bylaws of the corporation may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIII:
DIRECTORS AND OFFICERS

The affairs of the corporation will be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than four (4) directors, and in the absence of such determination shall consist of four (4) directors. The election and discharge of the directors of the corporation shall be provided in the bylaws of the corporation.

ARTICLE IX:
INITIAL DIRECTORS

The initial directors of the corporation shall be:

Steve Frank
Mariner High School
Attn: MST Academy Boosters, Inc.
701 Chiquita Blvd.
Cape Coral, FL 33993

Carolyn England
Mariner High School
Attn: MST Academy Boosters, Inc.
701 Chiquita Blvd.
Cape Coral, FL 33993

Lisa Vazquez
Mariner High School
Attn: MST Academy Boosters, Inc.
701 Chiquita Blvd.
Cape Coral, FL 33993

Ron Rose
Mariner High School
Attn: MST Academy Boosters, Inc.
701 Chiquita Blvd.
Cape Coral, FL 33993

ARTICLE X:
INITIAL OFFICERS

The initial directors of the corporation shall be:

President:	Steve Frank Mariner High School Attn: MST Academy Boosters, Inc. 701 Chiquita Blvd. Cape Coral, FL 33993
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Vice President:	Carolyn England Mariner High School Attn: MST Academy Boosters, Inc.
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701 Chiquita Blvd.
Cape Coral, FL 33993

Secretary: Lisa Vazquez
Mariner High School
Attn: MST Academy Boosters, Inc.
701 Chiquita Blvd.
Cape Coral, FL 33993

Treasurer: Ron Rose
Mariner High School
Attn: MST Academy Boosters, Inc.
701 Chiquita Blvd.
Cape Coral, FL 33993

ARTICLE XI:
INITIAL REGISTERED AGENT

The initial registered agent at said address shall be: Peter Huy, Esq.
The initial registered office of the corporation shall be at: 950 North Collier Boulevard
Suite 201, Marco Island, Florida 34145

ARTICLE XII:
INDEMNIFICATION

To the fullest extent permitted by Florida law, the corporation shall indemnify and hold harmless every Director, officer, employee and registered agent of the corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which s/he may be a party because of his/her being or having been a Director or officer of the corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the corporation, in a proceeding by or in the right of the corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was unlawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by directors or officers in a proceeding brought by or on behalf of the corporation.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE XIII: **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of one-fourth (1/4) of the members of the corporation, in writing, signed by them.

(B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or members, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of total number of members at any annual or special meeting, or by approval in writing of a majority of interests without a meeting, provided that notice of any proposed amendment has been given to the members of the corporation, and that the notice contains a fair statement of the proposed amendment.

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State.

WHEREFORE the incorporator has caused these articles to be executed this ____ day of August, 2008.



ERIK W. CIOFFI, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the company. Further, I acknowledge that I am familiar with and accept the obligations of that position.



PETER HUY

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TALLAHASSEE, FLORIDA