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2008 NOV 20 P 3:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV 20 2008  
D. A. WHITE

## COVER LETTER

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

SUBJECT: Benito Middle School Orchestra Booster Association,  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Inc.

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: Diane M. Sabo  
Name (Printed or typed)

10322 Riverburn Dr  
Address

Tampa FL 33647  
City, State & Zip

813-907-5725  
Daytime Telephone number

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Benito Middle School Orchestra Boosters Association, Inc.  
A Florida Nonprofit Organization**

The undersigned incorporators, in order to form a nonprofit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

**Article I – Name**

The name of this organization shall be the Benito Middle School Orchestra Boosters Association, Inc. (herein, the "Corporation").

**Article II – Principal Office**

The principle place of business and mailing address of the Corporation shall be:

Benito Middle School  
10101 Cross Creek Blvd.  
Tampa, FL 33647

**Article III – Purpose**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, supporting and promoting the programs of the Benito Orchestra and the best interest of the students therein enrolled by including but not limited to providing volunteers and raising and disbursing funds.

**Article IV – Duration and Fiscal Year**

The period of duration of the Corporation is perpetual. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

**Article V – Executive Board**

The affairs of the Corporation shall be managed by an Executive Board of not less than four persons, the number of which shall be fixed as set forth in the Bylaws of the Corporation. The Executive Board shall consist of the Officers and the Chairperson. The Executive Board shall direct and manage all affairs of the Corporation, including the establishment of objectives, perform those functions and assume those responsibilities prescribed in the Articles of Incorporation and Bylaws of the Corporation and the laws of the State of Florida pertaining to a nonprofit corporation. The Officers shall be elected annually by the general membership at a meeting as provided by the bylaws.

### **Article VI – Initial Registered Agent**

The name and address of the initial registered agent of the Corporation are:

Diane M. Sabo  
10101 Cross Creek Blvd.  
Tampa, FL 33647

### **Article VII – Dissolution**

In the event of the voluntary or involuntary dissolution of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed to the internal account of the Benito Middle School Orchestra Program at the Benito Middle School.

### **Article VIII – Limitations On Activities**

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors or other private persons, except that the Corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article IX – Indemnification of Officers and Directors**

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the Corporation, by reason of the fact that he or she is or was an officer, director, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, volunteer or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against expenses (including attorneys' fee), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, volunteer or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Indemnification hereunder shall continue as to a person who has ceased to be a officer, director, volunteer or agent, and shall inure to the benefit of the heirs executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

The Executive Board may authorize the purchase and maintenance of insurance on behalf of any person who is or was an officer, director, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

## **Article X – Conflict of Interest**

No contract or other transaction between this Corporation and one or more of its officers, directors or any other corporation, firm, association or entity in which one or more of the officers or directors are officers or directors or are financially interested, shall be either void or voidable because of such relationship or interest or because such officer(s) or director(s) are present at the meeting of the Executive Board or a committee thereof which authorizes, approves or ratifies

such contract or transaction or because his or their votes are counted for such purpose, if:

- The fact of such relationship or interest is disclosed or known to the Executive Board or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested officers or directors; or
- The contract or transaction is fair and reasonable as to this Corporation at the time it is authorized by the Board or a committee.

Common or interested officers or directors may be counted in determining the presence of a quorum at a meeting of the Executive Board or a committee thereof which authorizes approves or ratifies such contract or transaction.

#### **Article XI – Incorporators**

The name and addresses of the incorporators of the Corporation are:

Diane M. Sabo  
10101 Cross Creek Blvd.  
Tampa FL 33647

Lisa Indelicato  
10101 Cross Creek Blvd.  
Tampa FL 33647

IN WITNESS WHEREOF the undersigned executed these Article of Incorporation this *28th* day of *October*, *2008*

*Diane M. Sabo*

Diane M. Sabo  
Incorporator

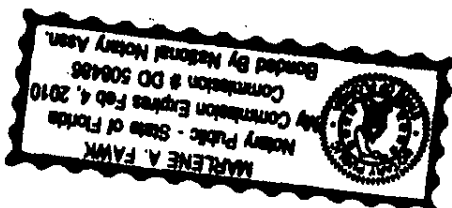
*Lisa Indelicato*

Lisa Indelicato  
Incorporator

**State of Florida**

**County of Hillsborough**

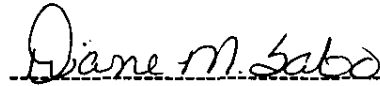
The foregoing Article of Incorporation were acknowledged before me this by Diane M. Sabo, and Lisa Indelicato who are personally known to me.



*Marlene A. Fawcett*  
Notary Public – State of Florida

**Acceptance of Appointment**

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I affirm that I am familiar with and accept the obligations of my position as registered agent.

\_\_\_\_\_

Diane M. Sabo  
Registered Agent

**FILED**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**