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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Fighting Indians Face-Off Club, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
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**ARTICLES OF INCORPORATION  
OF  
Fighting Indians Face-Off Club, Inc.  
A Florida Corporation Not-For-Profit**

The undersigned, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I**

The name of this corporation shall be Fighting Indians Face-Off Club, Inc., hereinafter referred to as the "Association."

**ARTICLE II**

The initial street address of the principal office of this Association in the State of Florida is 1033 Palmar de Ays Drive, Vero Beach, Florida 32963. Meetings of members and of the Board of Directors may be held at such place within the State of Florida as may be designated by the Board of Directors.

**ARTICLE III**

The mailing address of this Association shall be:

1033 Palmar de Ays Drive  
Vero Beach, FL 32963

**ARTICLE IV**

The address of the registered office of the Association in the State of Florida is 819 Beachland Boulevard, Vero Beach, Florida, 32963, in the County of Indian River, and the name of its registered at such address is Ford J. Fegert, Esquire.

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## ARTICLE V

This Association shall be a non-profit corporation. The purposes of the Association is to support the Vero Beach High School football program, players and coaches and to engage in any lawful act or activity for which corporations may be organized under the Division of Corporations of the State of Florida. Such purpose shall include, without limitation, the following:

1. The Association is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to individuals and organizations that qualify as exempt organizations under Section 501 (c)(3) of such Code.
2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association 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 this Certificate of Incorporation.
3. No part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
4. Notwithstanding any other provision of this Certificate of Incorporation, the Association 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; (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Division of Corporations of the State of Florida.

## ARTICLE VI

The Association shall be organized on a non-stock basis and the Association shall not have any capital stock and shall have no members.

## ARTICLE VII

The authority for all activities and affairs of the Association shall be in the Board of Directors who shall have and may exercise all the powers of the Association as permitted by federal law, state law, these Articles of Incorporation, and the By-Laws of the Corporation as from time to time in effect. The number of Directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws, but in no case shall the number be less than three (3) or more than seventeen (17). The Directors need not be members of the Association unless so required by the By-Laws or by Statute. The Board of Directors shall be elected in the manner provided in the By-Laws at the annual meeting of the Association to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-Laws of the Association, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the Association. They may further have power to authorize the seal of the Association to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the Association or may be determined from time to time by resolution adopted by the Board of Directors. The Directors of the Association may, if the By-Laws so provide, be classified as term of office. This Association may elect such officers as the By-Laws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the By-Laws of this Association.

### **ARTICLE VIII**

Upon the dissolution of the Association, after paying or making provision for the payment of all liabilities of the Association, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 the Court of Common Pleas of the county in which the principal office of the Association 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.

### **ARTICLE IX**

The name and mailing address of the sole incorporator is as follows:

Ford J. Fegert  
319 Beachland Blvd.  
Vero Beach, FL 32963

### **ARTICLE X**

The personal liability of the Directors of the Association is hereby eliminated to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented.

### **ARTICLE XI**

The Association shall, to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under that Chapter from

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CAPITAL CONNECTION

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and against any and all of the expenses, liabilities or other matters referred to in or covered by that Chapter, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

#### ARTICLE XII

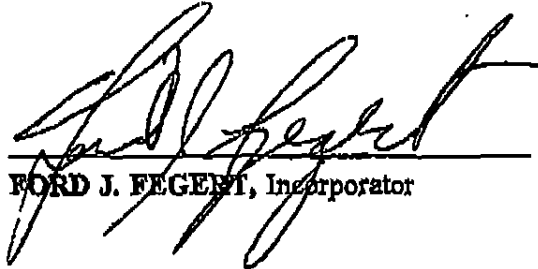
The Association reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Certificate of Incorporation and by the laws of the State of Florida.

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IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand  
and seal, the 23<sup>rd</sup> day of February, 2009.

  
FORD J. FEGERT, Incorporator

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Acknowledged before by FORD J. FEGERT this 23<sup>rd</sup> day of February, 2009





(Print, type, or stamp commissioned name of notary public)

Personally known ☒ or produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_

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#### CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office  
designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated this 23<sup>rd</sup> day of February, 2009.

  
FORD J. FEGERT, Registered Agent