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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight JUL 17 2009

**MELISSA K. PARKER, P.A.**  
**ATTORNEY AT LAW**

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July 13, 2009

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

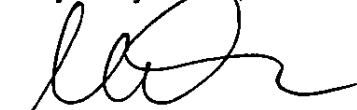
Re: Mustang Touchdown Club, Inc.

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Incorporation in regard to the above stated entity. Please cause the Articles of Incorporation to be filed and return a certified copy to my office in the self-addressed stamped envelope provided. Also enclosed is our firm check in the amount of \$78.75 for your fees in this matter, said amount represents \$35.00 Filing Fee, \$35.00 Designation of Registered Agent and \$8.75 certified copy.

Thank you for your attention in this matter.

Very Truly Yours,



Melissa K. Parker

Enclosures: As stated above

cc: Client (w/o enclosures)

ARTICLES OF INCORPORATION  
OF  
**MUSTANG TOUCHDOWN CLUB, INC.**

A Florida "Not for Profit" Corporation

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a Corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name of the Corporation shall be:

MUSTANG TOUCHDOWN CLUB, INC.

**ARTICLE II**

Principal Office

The address of this corporation shall be 1315 Wheeler Rd, Apopka, FL 32703, ATTN: Steve Ogden, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE III**

Purpose

(a) The specific purpose for which this Corporation is formed is to foster, encourage and promote athletic excellence and achievement for the Wekiva High School Football program through the provisions of support and assistance to its programs, activities and personnel. The general nature, objects and purposes for which this Corporation is exclusively organized and operated are to receive and administer funds for educational, athletic and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations herinabove and hereinafter set forth, shall use the whole or any part of the income

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therefrom and the principal thereof exclusively for its charitable, educational or athletic purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization except under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state or local government for exclusive public purpose.

## **ARTICLE IV**

### **Members**

All persons who have made a contribution to the Corporation during the fiscal year of the Corporation shall be members ("Members") of the Corporation for such fiscal year and the succeeding fiscal year. Membership in the Corporation shall be nontransferable. No member shall have the right or be entitled to vote on any action required or permitted to be taken by the Corporation.

## **ARTICLE V**

### **Term of Existence**

The term for which this Corporation is to exist shall be perpetual.

## **ARTICLE VI**

### **Officers and Directors**

The affairs of this Corporation shall be managed by a Board of Directors who, except for the initial Board of Directors named in Article VII below, shall be elected annually by a majority of the then existing Board of Directors voting in such election, at a duly called meeting, as provided in the bylaws; and by officers who shall be elected annually by majority vote of the Board of Directors. Notwithstanding the foregoing the Athletic Director of Wekiva High School, by virtue of holding such position shall automatically be elected to the Board each fiscal year. The officers to be elected shall be a president, secretary and a treasurer and such other officers as may be provided for in the bylaws of the Corporation. Multiple offices may be held by the same person. Neither the principal, nor a teacher or a student shall be eligible to serve as president. The duties of the respective officers and the manner the manner of filling vacancies in the offices of the Corporation shall be provided by the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the Corporation. The number shall not be less than three (3), but may be any number in excess thereof. Meeting of the Directors may be held within or outside of the State of Florida.

## **ARTICLE VII**

### **Initial Directors**

The names and address of the members of the initial Board of Directors, who subject to these Articles, the bylaws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this Corporation or until an election is held by the Board for the election of permanent Directors or until their successors have been duly elected and qualified are:

#### **Name**

#### **Address**

Steve Ogden

1315 Wheeler Rd.  
Apopka, FL 32703

Ty Parker

2477 Sheila Drive  
Apopka, FL 32712

Kenneth Mueller

Center IV South  
6453 S. Orange Ave.  
Suite 3  
Orlando, FL 32809

## **ARTICLE VIII**

### **Initial Registered Agent and Street Address**

The name of the Corporation's initial registered agent is STEVE OGDEN and the street address of the Corporation's initial registered office is 1315 Wheeler Rd, Apopka, FL 32703. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town and street address of said registered office together with the name of the registered agent.

## **ARTICLE IX**

### **Incorporator**

The name and address of the incorporator are as follows:

STEVE OGDEN

1315 Wheeler Rd.  
Apopka, FL 32703

## **ARTICLE X**

### **Bylaws**

The bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this Corporation to all of the members of the Board of Directors at least three (3) days before said meeting.

## **ARTICLE XI**

### **Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Directors of the Corporation present at any meeting duly called and convened; provided however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Directors of the Corporation or ten (10) days advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each Director of the Corporation prior to such meeting. All actions, including but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting

may be taken by written consent as provided in Florida Statutes, as now amended, or same may be amended in the future.

## ARTICLE XII

### Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.


I, the undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these Articles of Incorporation this 13<sup>th</sup> day of July, 2009


  
Steve Ogden

STATE OF FLORIDA

COUNTY OF ORANGE

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of July, 2009, by **Steve Ogden**, who is personally known to me or who has produced a Florida Drivers License as identification

NOTARY PUBLIC - STATE OF FLORIDA  
 Melissa K. Moses  
Commission # DD617482  
Expires: DEC. 02, 2010  
BONDED THRU ATLANTIC BONDING CO., INC.

  
NOTARY PUBLIC

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

***Having been named as 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***

Date: 7/13/09

  
STEVE OGDEN

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