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FLORIDA PROFIT/NON PROFIT CORPORATION

MSD JROTC BOOSTER CLUB, INC.

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ARTICLES OF INCORPORATION
OF
MSD JROTC BOOSTER CLUB, INC.
(A Florida Not-For-Profit Corporation)

ARTICLE I
NAME

The name of this corporation (the "Corporation") shall be MSD JROTC Booster Club, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation are c/o:

Marjory Stoneman Douglas High School
5901 Pine Island Road
Parkland, Florida 33076

ARTICLE III
PURPOSE

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable and/or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To cooperate with, supplement, and augment as required the educational and charitable purposes of the Marjory Stoneman Douglas High School ("MSD") Junior Reserve Officers' Training Corps ("JROTC") Program (the "JROTC Program");

(b) To promote the welfare and enhance the educational and charitable experience of the MSD students who participate in the JROTC Program;

(c) To chaperone, sponsor or otherwise engage in any official or social function or activity which promotes the educational and/or charitable purposes of the JROTC Program;

(d) To assist in raising and providing funds for worthy activities, supplies and/or equipment outside the scope and in support of available funding from the U.S. Army, the Broward County School District and/or MSD in support of the educational and/or charitable purposes of the JROTC Program;

(e) To create, promote and sustain local, public and parental interest in, and support of, the JROTC Program and its educational and charitable benefits;

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(f) To engage in any and all activities relating to the foregoing purposes or arising therefrom or reasonably necessary or incidental thereto; provided such purposes are exclusively for charitable and/or educational purposes within the meaning of section 501(c)(3) of the Code.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Marjory Stoneman Douglas High School, 5901 Pine Island Road, Parkland, Florida 33076, and the name of the Corporation's initial registered agent at that address is Col (Ret) Rex E. Thompson.

ARTICLE V
BOARD OF DIRECTORS

The method of election and/or appointment of directors shall be set forth in the bylaws of the Corporation; provided that the Corporation shall have a minimum of three directors.

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Col (Ret) Rex E. Thompson
Senior Army Instructor
c/o Marjory Stoneman Douglas High School
5901 Pine Island Road
Parkland, Florida 33076

ARTICLE VII
MEMBERS

The Corporation shall have members and the rights of the members and the method of their becoming members will be set forth in the bylaws of the Corporation.

ARTICLE VIII
DISSOLUTION

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


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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.

ARTICLE VIII
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(e)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

The undersigned Incorporator has executed these Articles of Incorporation on this 4th day of November, 2009.


Col (Ret) Rex E. Thompson, Incorporator

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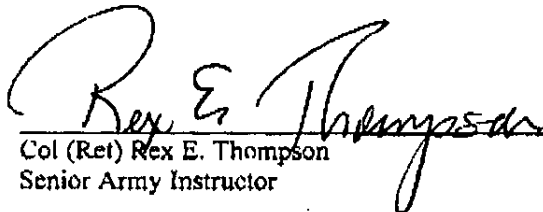
**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

MSD JROTC Booster Club, Inc., desiring to organize under the laws of the State of Florida, has named Col (Ret) Rex E. Thompson, Senior Army Instructor, c/o Marjory Stoneman Douglas High School, 5901 Pine Island Road, Parkland, Florida 33076, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 4th day of November, 2009


Col (Ret) Rex E. Thompson
Senior Army Instructor

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