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eagle bound boys, inc.

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ARTICLES OF INCORPORATION OF

EAGLE BOUND BOYS, INC.,

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is EAGLE BOUND BOYS, INC.

Article II

The corporation shall have perpetual existence.

Article III

(a) The corporation is a not for profit corporation. The purpose for which the corporation is organized is to sponsor and support youth activities. More specifically, this corporation is formed for the primary purpose of supporting, maintaining and advancing boy scouts.

(b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

The corporation is organized upon a non-stock basis. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws. The bylaws shall be adopted by the board of directors.

Article V

The street address of the initial registered office of the corporation is 1761 W. Hillsboro Blvd., Suite 205, City of Deerfield Beach, County of Broward, State of Florida. The name of its initial registered agent at such address is KENNETH C. BRONCHICK.

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Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of Directors. A quorum shall be fifty percent of the Board Members plus one. The number of directors of the corporation shall be not less than three nor more than eleven; provided, however, that such number may be changed by the duly adopted bylaws, or amendment thereto, of this corporation.

The directors named herein as the first board of directors and any officers also named herein shall hold office until the organizational meeting of the members, at which time an election of new directors and appointment of new officers shall be held. The organizational meeting of the members shall not be held until after the first board of directors adopts a set of Bylaws for the corporation.

Directors elected by the incorporators at the organizational meeting, and at all times thereafter, shall serve for a term of one (1) year and/or until the next following annual meeting of members wherein an election of new directors is held, and until the qualification and installment of the newly elected directors. Annual meetings shall be held at such time and place as the board of directors may designate.

Any action required to be taken by the board of directors under any provision of law may be taken without a meeting, if two-thirds of the members of the board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if enacted at a regularly scheduled meeting of the board of directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Article VII

The name and address of each incorporator and the initial Board of Directors are:

CRAIG WINOGRAD	21074 Black Maple Lane Boca Raton, Florida 33428
WENDY BRONCHICK	11680 Timberwood Road Boca Raton, Florida 33428
FRAN KISTNER	22300 Solitude Drive

Boca Raton, Florida 33428

Article VIII

The board of directors shall appoint the following officers: President, Vice President, Treasurer, Secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the organizational meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

CRAIG WINOGRAD	President
WENDY BRONCHICK	Vice-President/Treasurer
FRAN KISTNER	Secretary

Article IX

Subject to the limitations contained in the bylaws and any limitation set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, other than in the normal, traditional and customary course of running a scout troop.

Article XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a

vote of at least two-thirds of a quorum of members of the corporation.

Article XIII

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a part by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of members, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on January 7, 2010.

CRAIG WINOGRAD

WENDY BRONCHICK

FRAN KISTNER

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared CRAIG WINOGRAD, WENDY BRONCHICK and FRAN KISTNER to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Incorporation, and they acknowledged, before me, that they executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 7th day of January, 2010.

Shirley DiCristina
NOTARY PUBLIC, State of Florida



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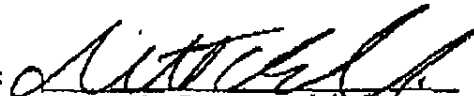
CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted, in compliance with said Act:

That **EAGLE BOUND BOYS, INC.**, a Florida not for profit
corporation qualified to do business under the laws of this State,
with its principal office at Palm Beach County, Florida, has
appointed **KENNETH C. BRONCHICK** as its agent to accept service of
process within this State at: 1761 W. Hillsboro Boulevard, Suite
205, Deerfield Beach, Florida 33442.

Having been named to accept service of process for the
above stated Corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.

BY:


Kenneth C. Bronchick
Registered Agent

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