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MATT E. DANNHEISSER, P.A.

504 NORTH BAYLEN STREET

PENSACOLA, FLORIDA 32501

TELEPHONE (850) 434-7272 FACSIMILE (850) 432-2028 E-MAIL MATTDANNHEISSER@AOL.COM

April 22, 2010

Secretary of State Corporate Division The Capitol P. O. Box 6327 Tallahassee, Florida 32314

RE: GULF BREEZE HIGH SCHOOL TRACK AND CROSS COUNTRY BOOSTERS, INC. Our File No. G1256-001

Dear Sir or Madam:

Enclosed herewith please find the following pertaining to the formation of the above-described corporation:

- A. Original executed Articles of Incorporation;
- B. Copy of executed Articles of Incorporation; and
- C. Check in the amount of \$78.75.

After the original Articles of Incorporation have been filed, it would be appreciated if you would return the copy to us, indicating certification. The email address to be used for future annual report notification is mike.droogsma@rcsrental.com.

Please call should you have any questions.

Sincerely,

Stephanie D. Lucas,

Exphanie D. Incas

Legal Assistant to

Matt E. Dannheisser

:sdl

Enclosures

ARTICLES OF INCORPORATION

OF

GULF BREEZE HIGH SCHOOL TRACK AND CROSS COUNTRY BOOSTERS, INC. (a Florida corporation not-for-profit)

ARTICLE I: NAME.

The name of the Corporation shall be Gulf Breeze High School Track and Cross Country Boosters, Inc.

ARTICLE II: PRINCIPAL OFFICE.

The street address and mailing address of the initial principal office of the corporation shall be 127 Windsor Place, Gulf Breeze, Florida 32561.

ARTICLE III: CORPORATE PURPOSES AND POWERS.

The Corporation is organized exclusively for the charitable, non-profit purposes of supporting, assisting, and facilitating youth recreational track and cross country sporting activities in and about the Gulf Breeze community, including supporting the track and cross country teams at Gulf Breeze High School.

Subject to the limitations otherwise set forth in these Articles of Incorporation, the Corporation shall have all of the powers, privileges and rights necessary or convenient for carrying out the purposes for which the Corporation is formed and the Directors hereby claim for the Corporation all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Florida pertaining to not-for-profit corporations and any additions or amendments thereto.

ARTICLE IV: MEMBERSHIP.

The Corporation shall have members. The number, qualifications, conditions and terms of members of the Corporation, the manner of their admission, the different classes of membership, if any, the manner of voting, and other rights and privileges of members, as well as their responsibility for the payment of dues and assessments, shall be as set forth in the Bylaws of the Corporation.

ARTICLE V: INITIAL REGISTERED AGENT.

The name and street address of the initial registered agent is Mike Droogsma, 127 Windsor Place, Gulf Breeze, Florida 32561.

ARTICLE VI: DIRECTORS.

The business and affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall initially have at least five (5) directors. The number of directors which the Corporation may have thereafter shall be determined by the Board of Directors as set forth in the Bylaws of the Corporation. Members of the Board of Directors shall be selected in the manner set forth in the Bylaws of the Corporation. The initial members of the Board of Directors shall be as follows:

Board Position 1:

Mike Droogsma 127 Windsor Place Gulf Breeze, FL 32561

Board Position 2:

Bill Wein 1253 Tall Pine Circle Gulf Breeze, FL 32561

Board Position 3:

Wayne O'Hara 927 Coronado Drive Gulf Breeze, FL 32563

Board Position 4:

Andrea Sullivan 631 Bonilace Circle Gulf Breeze FL 32561 **Board Position 5:**

Tom Aldridge 6506 Tidewater Drive Navarre, FL 32566 **Board Position 6:**

Greg Huntley 3260 Cypress Lane Gulf Breeze, FL 32563

Board Position 7:

Bobby Parrish 405 Loruna Drive Gulf Breeze, FL 32561

ARTICLE VII: BYLAWS.

Bylaws of the Corporation shall be adopted by the Directors and may be altered, amended or rescinded by the Directors only in the manner provided in the Bylaws.

ARTICLE VIII: AMENDMENTS.

These Articles of Incorporation may be amended or repealed, in full or in part, by an affirmative vote of a majority of the Board of Directors at any duly organized meeting of the Board of Directors; provided, however, to the extent permitted by applicable law, after the issuance of any securities or obligations of the Corporation and while any such securities or obligations may be outstanding, the powers, restrictions and limitations set forth herein may not be amended or rescinded unless necessary to comply with the requirements of applicable law.

ARTICLE IX: RESTRICTIONS AND LIMITATIONS.

1. No dividends shall be paid by the Corporation and no part of the net earnings of the Corporation shall enure to the benefit of or be distributable to its Directors, 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 the provisions set forth in Article III hereof. All net profits of the Corporation shall enure to the benefit of Gulf Breeze High School Track and Cross Country Boosters, Inc.

3

- 2. The Corporation shall not carry on propaganda or attempt to influence legislation as a substantial part of its activities nor shall it participate or intervene to any extent (including the publishing or distribution of statements) in any political campaign for or against any candidate for public office.
- 3. The Corporation shall not, without the affirmative vote of 100% of the members of its Board of Directors:
 - (a) Institute a proceeding to be adjudicated insolvent, or consent to the institution of any bankruptcy or insolvency case or proceeding against it, or file or consent to a petition under any applicable federal or state law relating to bankruptcy, seeking the Corporation's liquidation or reorganization or any other relief for the corporation as debtor, or consent to the appointment of a receiver, liquidator, assignee, trustee, custodian or sequestrator (or other similar official) of the corporation or a substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action;
 - (b) Amend, alter, change or repeal Article III hereof or this Article IX;
 - (c) Engage in any business or activity other than as expressly authorized by Article III hereof; or
 - (d) Consolidate with or merge into any other entity or convey, transfer or lease its properties or assets substantially as an entirety to another entity, or permit any entity to merge into the Corporation or convey, transfer or lease its properties and assets substantially as an entirety to the Corporation.

ARTICLE X: INCORPORATOR.

The incorporator of the Corporation is Mike Droogsma whose address is 127 Windsor Place, Gulf Breeze, Florida 32561.

ARTICLE XI. DISSOLUTION.

Upon 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 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this <u>22nd</u> day of <u>April</u>, 2010.

MIKE DROOGSMA

STATE OF FLORIDA COUNTY OF Escambia

SWORN TO AND SUBSCRIBED before me this 22 day of 1010, by MIKE DROOGSMA, who is personally known to me or produced

as identification.

NOTARY PUBLIC

Stephanie D.Lucas

(Name of officer typed, printed

or stamped)
DD 687068

Commission/serial number

My Commission (Spring 19, 20, 45, 50)

My Commission (Spr

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE FOR
GULF BREEZE HIGH SCHOOL TRACK AND CROSS COUNTRY BOOSTERS, INC.

Pursuant to the provisions of Section 617.0501, Florida Statutes, GULF BREEZE HIGH SCHOOL TRACK AND CROSS COUNTRY BOOSTERS, INC., a corporation not-for-profit organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

- 1. The name of the corporation is Gulf Breeze High School Track and Cross Country Boosters, Inc.
 - 2. The name and address of the registered agent and office is:

Mike Droogsma 127 Windsor Place Gulf Breeze, FL 32561

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby certify the appointment as the 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 am familiar with and accept the obligations of my position as registered agent.

Dated this 22nd day of April , 2010.

Mike Droogsma