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FLORIDA PROFIT/NON PROFIT CORPORATION  
QUARTERBACK BOOSTER CLUB INC.

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## ARTICLES OF INCORPORATION

OF

### QUARTERBACK BOOSTER CLUB INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

#### ARTICLE 1 - NAME

The name of the Corporation is **QUARTERBACK BOOSTER CLUB INC.**, (hereinafter, "Corporation").

#### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida mainly to raise funds for school football teams.

#### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 20559 Northwest 14th Court, Miami Gardens, Florida 33169 and the mailing address is the same.

#### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
1840 Southwest 22nd Street, 4th Floor  
Miami, Florida 33145



**SPIEGEL & UTRERA, P.A.**  
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### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Cassandra Prophet-Rolle
Vice President:	Ray Anthony Murray
Secretary:	Ranisha Marshall Johnson
Treasurer:	Martha Prophet-Williams

whose mailing addresses shall be the same as the principal address of the Corporation.

### ARTICLE 6 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

Cassandra Prophet-Rolle  
Martha Prophet-Williams  
Ray Anthony Murray

whose mailing addresses shall be the same as the principal address of the Corporation.

### ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

### ARTICLE 8 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

### ARTICLE 9 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.



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**ARTICLE 10 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

**ARTICLE 11 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

**ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 14 - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



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**ARTICLE 15 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.



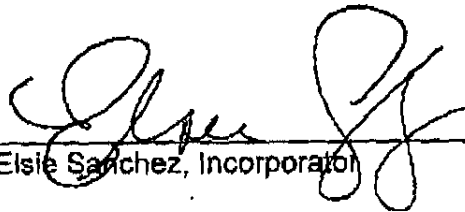
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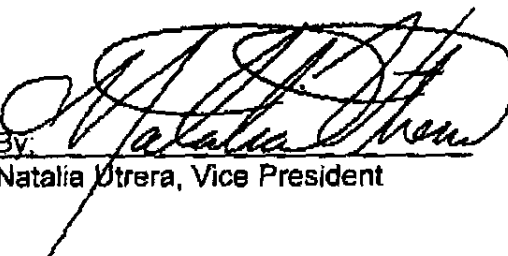
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12<sup>th</sup> day of May 2010.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

  
By: Natalia Utrera  
Natalia Utrera, Vice President

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