

N/D 00000 7295

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

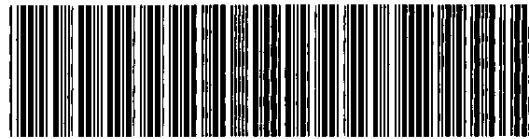
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

4

Office Use Only



500183345115

07/30/10--01009--004 \*\*78.75

FILED

2010 JUL 30 P 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG -4 2010  
D.A. WHITE

## **COVER LETTER**

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

**SUBJECT:**

**Gulf Breeze High School Basketball Tip Off Booster Club, Inc.**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

⌚ \$78.75

Filing Fee & Certificate of Status

FROM: Mark Taylor  
2839 Lynx Trail  
Gulf Breeze, FL 32563  
markt@thelewisbearco.com

**NOTE: Please provide the original and one copy of the articles.**

**FILED**

2010 JUL 30 P 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**Of**  
**GULF BREEZE HIGH SCHOOL BASKETBALL TIP OFF BOOSTER CLUB, INC.**  
**(A Florida corporation not-for-profit)**

**ARTICLE I: NAME**

The name of the Corporation shall be Gulf Breeze High School Basketball Tip Off Booster Club, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of the Corporation shall be 2839 Lynx Trail, Gulf Breeze, Florida 32563.

**ARTICLE III: CORPORATE PURPOSES AND POWERS**

- A. The Corporation is organized exclusively for the charitable, non-profit purposes of supporting, assisting and facilitating basketball in and about the Gulf Breeze community, including supporting the basketball teams at Gulf Breeze High School.
- B. Subject to 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 Mark Taylor, 2839 Lynx Trail, Gulf Breeze, Florida 32563.

#### **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 four (4) 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:**  
Mark Taylor  
2839 Lynx Trail  
Gulf Breeze, FL 32563

**Board Position 3:**  
Darcy Meredeth  
3616 Tiger Point Blvd.  
Gulf Breeze, FL 32563

**Board Position 2:**  
Barry Callahan  
21 Calle Hermosa  
Pensacola Beach, FL 32561

**Board Position 4:**  
Amy Molina  
453 York Street  
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 requirements of applicable law.

#### **ARTICLE IX: RESTRICTIONS AND LIMITATIONS**

A. 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 the Corporation.

B. 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.

C. The Corporation shall not, without the affirmative vote of 100% of the members of its Board of Directors:

1. Institute any 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 such action;

2. Amend, alter, change or repeal Article III hereof or this Article IX;
  3. Engage in business or activity other than as expressly authorized by Article III hereof;
- or
4. 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 to the Corporation.

#### **ARTICLE X: INCORPORATION**


The incorporator of the Corporation is Mark Taylor whose address is 2839 Lynx Trail, Gulf Breeze, FL 32563.

#### **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 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 such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of


Incorporation this 15 day of July, 2010.

  
\_\_\_\_\_  
MARK TAYLOR

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

SWORN TO AND SUBSCRIBED before me this 15 day of July, 2010, by MARK TAYLOR, who is personally known to me or provided to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument.

MILLIE MCHUGH  
Notary Public, State of Florida  
My comm. exp. Aug. 28, 2010  
Comm. No. DD 589973

  
\_\_\_\_\_  
NOTARY PUBLIC

Millie McHugh  
\_\_\_\_\_  
(Name of Officer typed, printed or stamped)

My Commission Expires:

DD 589973  
\_\_\_\_\_  
Commission/serial number

FILED  
2010 JUL 30 P 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA