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FLORIDA PROFIT/NON PROFIT CORPORATION
B² BOOSTER CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
B² BOOSTER CLUB, INC.**
(In compliance with Chapter 617, Florida Statutes)

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Oscar L. Farinas, 10541 SW 120th Avenue, Miami, FL 33186, as incorporator, for the purpose set forth below.

ARTICLE I
Name

The name of the Corporation shall be B² BOOSTER CLUB, INC.

ARTICLE II
Place of Business

The initial principal place of business and mailing address of the Corporation shall be:

10541 SW 120th Avenue
Miami, FL 33186

ARTICLE III
Definitions

Capitalized terms not otherwise defined or redefined herein shall have the definitions set forth in the Bylaws for B² BOOSTER CLUB, INC.

ARTICLE IV
Purpose and Powers

The purposes for which the Corporation is organized are:

1) The Corporation is organized exclusively for charitable purposes. Specifically, the Corporation will raise funds to promote the girls basketball program at Our Lady of Lourdes Academy in Miami, Florida.

2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the

corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3) 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 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 V Term

The term of the Corporation shall be perpetual.

ARTICLE VI Bylaws

The Bylaws of the Corporation may be altered, amended, or rescinded as provided.

ARTICLE VII Directors

The incorporator shall appoint the initial Directors of the Corporation. The number of Directors and the term of the Directors shall be as provided in the Bylaws.

The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Corporation and may do all acts and things set forth in Article IV of the Articles and Chapter 617, Florida Statutes, as each is amended, as such are permitted or required. The number of directors shall be a number of no less than three (3) and no more than seven (7) as determined in the Bylaws.

Directors shall be elected in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board filled in the manner provided in the Bylaws. The business of the Corporation shall be conducted by the Board designated in the Bylaws.

ARTICLE VIII
Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

- A) **Proposal.** Amendments to these Articles of Incorporation may be proposed by a majority of the Directors.
- B) **Procedure.** If any amendment to these Articles of Incorporation is so proposed, the proposed amendment shall be submitted to a vote of the Directors not later than the next annual meeting for which proper notice of the amendment can be given. The notice must contain the text of the proposed amendment.
- C) **Vote Required.** Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the Directors at any annual meeting or at any special meeting called for this purpose, or if it is approved in writing by a majority of the Directors without a meeting.

ARTICLE IX
Initial Directors

The initial directors of the Corporation will be:

Oscar Farinas
10541 SW 120th Avenue
Miami, FL 33186

Luis Necuze
9250 SW 118th Terrace
Miami, FL 33176

Jose E. Nunez
6423 SW 162nd Path
Miami, FL 33193

Reinaldo Perez
20831 SW 240 Street
Homestead, FL 33031

ARTICLE X
Initial Registered Agent

The initial registered agent is Oscar Farinas and his office address is 10541 SW 120th Avenue, Miami, FL 33186.

ARTICLE XI
Indemnification

To the fullest extent permitted under State of Florida law, the Corporation shall indemnify and hold harmless every director and every officer of the Corporation against all expenses and liabilities, including attorney's fees, actually and reasonable incurred by or imposed on a director or officer in connection with any legal proceeding (or settlement or appeal of such proceeding) to which a director or officer may be made a part because

of that individual being, or having been, a director or officer of the Corporation. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that a director or officer's actions or omissions to act were material to the cause adjudicated and included any of the following:

- A) Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right to the corporation to procure a judgment in its favor.
- B) A violation of criminal law, unless the director or officer had no reasonable cause to believe that its own action was unlawful or had reasonable cause to believe its own action was lawful.
- C) A transaction from which the director or officer derived an improper person benefit.
- D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Corporation or a Member.
- E) Wrongful conduct by directors or officers appointed by the Members, in a proceeding brought by or on behalf of the Corporation.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested directors approves such settlement as being in the best interests of the Corporation. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a director officer may be entitled.

Without approving or ratifying any transactions to date, the incorporator has executed these Articles of Incorporation on this 31 day of AUGUST, 2010.


Oscar Farinas, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process of B² BOOSTER CLUB, INC. at the place designated in these Articles of Incorporation, the undersigned, hereby accepts the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the 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.


Oscar Farinas, Registered Agent

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