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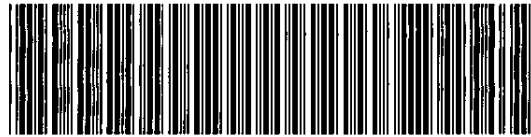
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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PS 9/3/10



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Dustin N. Dailey  
Michael J. Hauversburk  
Michael J. Henry  
Andrew B. Levy \*\*\*\* °

August 31, 2010

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

Re: *Articles of Incorporation for Brown Middle School Band Boosters, Inc.; Our File No B764-25572*

Dear Florida Department of State:

Enclosed, please find the original Articles of Incorporation for Brown Middle School Band Boosters, Inc. along with this firm's check to cover the cost of filing the Articles of Incorporation \$35.00, Registered Agent Designation \$35.00, certified copy \$8.75 and certificate of status \$8.75 for a total enclosed in the amount of \$87.50.

Should you have any questions or comments, please advise.

Sincerely,

**BURKE BLUE HUTCHISON WALTERS & SMITH, P.A.**

  
Edward A. Hutchison, Jr.

EAH/kb  
Enclosure

° Of Counsel  
\* Also Admitted in Alabama  
\*\* Also Admitted in Georgia  
\*\*\* Also Admitted in New York  
\*\*\*\* Also Admitted in New York  
\*\*\*\*\* Also Admitted in Illinois  
\*\*\*\*\* Also Admitted in Massachusetts  
+ Certified Circuit Court Mediator

✓ ■ PANAMA CITY  
221 McKenzie Avenue  
Panama City, Florida 32401  
Telephone (850) 769-1414  
Facsimile (850) 784-0857

■ PANAMA CITY BEACH  
415 Richard Jackson Boulevard, Suite 500  
Panama City Beach, Florida 32407  
Telephone (850) 236-4444  
Facsimile (850) 236-1313

■ SANDESTIN  
215 Grand Boulevard, Suite 101  
Sandestin, Florida 32550  
Telephone (850) 267-9498  
Facsimile (850) 267-9499

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BROWN MIDDLE SCHOOL BAND BOOSTERS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under Chapter 617, Florida Statutes (2010), pursuant to the Florida Not-for-Profit Corporation Act, hereby certify:

1. **Name.** The name of the Corporation is **BROWN MIDDLE SCHOOL BAND BOOSTERS, INC.**

2. **Exempt Status.** The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Act. Notwithstanding any other provision of this certificate, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

3. **Purposes.** The purposes for which the Corporation is to be formed is to foster, promote and to provide activities that contribute to the development of good character as well as to enhance the education, performance abilities, image and reputation of the **BROWN MIDDLE SCHOOL BAND**, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and in this connection, the Corporation shall:

A. Promote interest in the Band. Provide activities and resources that contribute to the development of good character, education and cultural development of the band students, all of whom are minors.

B. Further the interest of the band students.

C. Aid in providing funds for instruments, equipment, support expenses not usually met by the Bay County School Board. Financial support shall be in accordance with the annual budget, this Constitution, and the Bylaws of this organization. Equipment purchased by the Band Boosters shall remain the property of the Band Boosters exclusively unless donated to the Band.

D. Refuse to entertain personal grievances and refer the complainant to school officials.

E. Assist the Band Director and cooperate with the school principal in accordance with the school policies and the policies of this organization.

F. Abstain from interfering with the administrative functions of the school.

In furtherance of these purposes, the Corporation agrees to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation and the **BROWN BAND**, is without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617, Florida Statutes entitled the Not-for-Profit Corporation Act.

4. **Initial and Registered Principal Office.** The street address, city and county in which the Corporation's office is to be located is: **5044 Merritt Brown Way, Panama City, Bay County, Florida 32404.**

5. **Place of Operation.** The territory in which the Corporation's activities are principally to be conducted is **Panama City, Bay County, Florida.**

6. **Approvals and Consents.** Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

7. **Directors.** The Corporation shall have at least three (3) directors who shall be elected in accordance with the By-Laws. The names and residences of the initial directors until the first annual meeting are:

| <b><u>Names</u></b>      | <b><u>Addresses</u></b>                           |
|--------------------------|---|
| MIRIAM DUKES             | 2336 Washington Street<br>Lynn Haven, FL 32444    |
| VALARIE PETTIS           | 7100 Noel Road, Apt. 504<br>Panama City, FL 32404 |
| ANGELA STIDHAM           | 6514 Lake Suzanne Circle<br>Panama City, FL 32404 |
| EDWARD A. HUTCHISON, JR. | 221 McKenzie Avenue<br>Panama City, FL 32401      |

8. **Subscriber.** The name and street address of the subscriber to this Certificate of Incorporation is as follows:

| <b><u>Name</u></b>       | <b><u>Street Address</u></b>                 |
|--------------------------|--|
| EDWARD A. HUTCHISON, JR. | 221 McKenzie Avenue<br>Panama City, FL 32401 |

9. **Officers.** The Officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices. The Director of Bands at Merritt Brown Middle School shall be an ex-officio officer of the Corporation.

10. **Distribution on Dissolution.** In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations that promote the same purposes as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

11. **Income and Distribution.** No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any

private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

12. **Prohibited Activities.** No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

13. **Address of Notice.** The post office address to which the Secretary of State shall mail a copy of notice required by law is **5044 Merritt Brown Way, Panama City, Florida 32404**

14. **Age of Incorporator.** The Incorporator is of the age of 18 years or over.

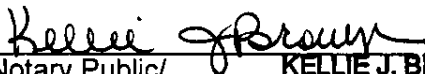
IN WITNESS WHEREOF this certificate has been signed by the subscriber, this 30<sup>th</sup> of August 2010.

  
EDWARD A. HUTCHISON, JR.

STATE OF FLORIDA  
COUNTY OF BAY

THE FOREGOING instrument was acknowledged before me this 30<sup>th</sup> day of August, 2010, by **EDWARD A. HUTCHISON, JR.**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

[SEAL]

  
Notary Public/ **KELLIE J. BROWN**  
Commission No.: DD578967  
My Commission Expires: 9-17-2010



APPROVED  
AND  
FILED  
10 SEP -2 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN PURSUANCE OF CHAPTER 48.901, who Florida Statutes, the following is submitted,  
in compliance with said Act:

FIRST, that **BROWN MIDDLE SCHOOL BAND BOOSTERS, INC.**, desiring to organize  
under the laws of the State of Florida, with its principal office as indicated in the Articles of  
Incorporation at City of Panama City, County of Bay, State of Florida, has named **EDWARD A.  
HUTCHISON, JR.**, located at **221 McKenzie Avenue, Panama City, County of Bay, State of  
Florida**, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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

  
\_\_\_\_\_  
**EDWARD A. HUTCHISON, JR.**  
(Resident Agent)

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA