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SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.

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OF COUNSEL JOHN W. SHEPPARD

BOARD CERTIFIED WILLS, TRUSTS & ESTATES

^ CERTIFIED PUBLIC ACCOUNTANT (FL) + ALSO ADMITTED IN IOWA

www.sbshlaw.com

JOHN K. WOOLSLAIR (1908-1968) W.A. SHEPPARD (1898-1971)

December 3, 2010

VIA FEDERAL EXPRESS

Division of Corporations Department of State 409 E. Gaines Street Tallahassee, Florida 32301

Attn: Filing Section

Re:

MKDC BOOSTER CLUB, INC.

A Florida Not-For-Profit Corporation

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$	35.00
Certified Copy of Charter	\$	8.75
Resident Agent Fee	<u>\$</u>	35.00
•	\$	78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely yours,

JFS:dlb Enclosures A-6193

ARTICLES OF INCORPORATION

<u>OF</u>

MKDC BOOSTER CLUB, INC. A Florida Not-For-Profit Corporation

The undersigned hereby associate themselves for the purpose of forming a not-for-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the "Florida Not For Profit Corporation Act" ("Act"), and hereby certify as follows:

ARTICLE ONE

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

ARTICLE TWO

The period of duration of the Corporation shall be perpetual.

ARTICLE THREE

- 3.1 The purposes for which the Corporation is established shall be to support, both morally and financially the participants in competitive dance programs and all related charitable endeavors. All of the activities of the Corporation shall be for charitable purposes only and no part of net earnings shall inure to the benefit of any member or individual. The Corporation is organized and founded for charitable purposes under IRC Section 501(c)(3). Except as otherwise limited herein, the Corporation shall possess all of the powers of a not-for-profit Corporation organized under the laws of Florida.
- 3.2 In furtherance of the purposes set forth in Article 3.1 above, the Corporation shall have the power and authority: (i) to purchase or otherwise acquire, hold, own, sell, encumber, mortgage, lease or otherwise deal in and with property of all kinds, real or personal, tangible or intangible, including without limitation, goods, wares, furniture, equipment, supplies and merchandise of any description and the securities and obligations of any issuer, whether or not incorporated; (ii) to finance and arrange the financing and borrowing of funds (including, but not limited to, bond issues) of any type necessary or convenient for the purposes of acquisition, construction, remodeling, or reconstruction of any kind of buildings and structures and acquisition of any personal property or services; (iii) to carry on any or all of the business of the Corporation as

principal, agent or contractor; (iv) to carry on any other business incidental to and in furtherance of the foregoing; (v) to have and exercise all the powers conferred by the laws of Florida upon Corporations formed under the Florida Not for Profit Corporation Act; (vi) to do any or all things hereinbefore set forth in the same extent as natural persons might or could do; and (vii) to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the Laws of the State of Florida; provided, however, that each of the activities and actions set forth in this subparagraph 3.2 shall be carried out strictly in furtherance of those corporate purposes set forth in paragraph 3.1 of Article Three.

ARTICLE FOUR

The name and address of the incorporators are:

Teresa Dudek 7090 Philips Creek Drive Fort Myers, Florida 33908 Kevin Schockling 19376 La Serena Drive Fort Myers, Florida 33917

ARTICLE FIVE

The address and mailing address of the initial principal office is: 7090 Philips Creek Drive, Fort Myers, Florida, 33908. The Registered Agent is: Teresa Dudek whose address is 7090 Philips Creek Drive, Fort Myers, Florida, 33908.

ARTICLE SIX

- 6.1 The affairs of the Corporation shall be managed by an initial Board of Directors composed of five (5) members. The Directors shall be selected, designated, and elected as provided in the By-Laws of the Corporation. Procedures for increasing or decreasing the number of Directors, the removal and resignation of Directors, and filling vacancies in the Board of Directors shall be set forth in the By-Laws of the Corporation.
- 6.2 The principal Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such assistant officers as the Board of Directors shall determine, each of whom shall be elected by the Board of Directors in the manner set forth in the By-Laws of the Corporation. The Board of

Directors shall also appoint a Chairperson and Vice-Chairperson to preside over Board meetings.

ARTICLE SEVEN

No part of the net earnings of the Corporation shall inure 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 to the Corporation and to make payments and distributions in furtherance of the purposes of the Corporation set forth in Article Three hereof. No part of the activities of the Corporation shall be for 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the IRC; or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC.

ARTICLE EIGHT

In the event of dissolution of the Corporation, the winding up of its affairs, or other liquidation of its assets, the Corporation's property, after payment of all debts and obligations of the Corporation, shall be conveyed or distributed to such entities organized as not for profit Corporations in the State of Florida that have been designated by the Corporate Members, so long as such Corporations are, at the time of such conveyance or distribution, recognized as: (i) organizations exempt from federal income tax under Section 501(c)(3) of the IRC; and (ii) organizations described in Section 509(a) of the IRC.

ARTICLE NINE

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors. The By-Laws may thereafter be altered, amended, or repealed, and new and replacement By-Laws may be made and adopted by the Members as provided in the By-Laws.

ARTICLE TEN

These Articles of Incorporation may be altered, amended, or repealed only pursuant to the provisions

set forth in the Act. Amendments may be adopted in accordance with alternative methods provided for in the

Act.

ARTICLE ELEVEN

Every director and every officer of the Corporation, and every member of the Corporation serving the

Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities including

attorney's fees, reasonably incurred by or imposed on the person or member in connection with any proceeding

or any settlement of any proceeding to which the person or member may be a party or in which the person or

member may become involved by reason of being or having been a director or officer of the Corporation, or by

reason of having served Corporation at its request, whether or not he or she is a director or officer or member

serving the Corporation at the time the expenses or liabilities are incurred, except when adjudged guilty of

willful misfeasance or malfeasance in the performance of his or her duties. The right of indemnification shall

be in addition to and not exclusive of all other rights to which the director, officer or member serving

Corporation may be entitled.

IN WITNESS WHEREOF, the incorporators of the Corporation has hereunto affixed their signature

this 1300 day of November, 2010.

levesa budek

STATE OF FLORIDA COUNTY OF LEE

Dudek, as incorporator, () who is	as on the <u>33</u> day of November, 2010, signed by Teresa personally known to me or () who produced lentification. Some Suthelaction Notary Public Printed Name of Notary: Luanne Burkholaction
	Kevin Schockling
STATE OF FLORIDA COUNTY OF LEE	
Schockling, as incorporator, () who i	as on the <u>33</u> day of November, 2010, signed by Kevin s personally known to me or () who produced entification.
(SEAL)	Notary Public Printed Name of Notary: Lugnac Burkholdin
LUANNE BURKHOLDER Comm# DD0853646 Expires 2/6/2013 Florida Notary Assn., Inc	

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SUBMITTED:

FIRST – THAT MKDC BOOSTER CLUB, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER CHAPTER 617 OF THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED TERESA DUDEK, LOCATED AT 7090 PHILIPS CREEK DRIVE, FORT MYERS, FLORIDA, 33908, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND STATE THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF REGISTERED AGENT.

Signature:

Teresa Dudek, Registered Agent

Date:

November 23, 2010

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