

N12000005659

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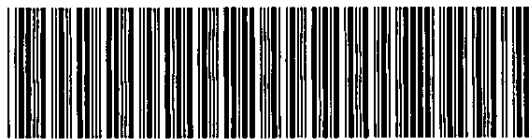
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13 AUG -5 PM 3:15

06/24/13--01029--015 **45.00

AUG - 7 2013

T. BROWN

LAW OFFICES
AYRES, CLUSTER, CURRY,
McCALL, COLLINS & BANKS, P.A.

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Edwin C. Cluster*
James E. Collins
Landis V. Curry, Jr.
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21 NE FIRST AVENUE, OCALA, FL 34470
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*Certified Civil
Trial Lawyer
Florida Bar
Board of Certification

Willard Ayres - 1910 - 1988

AYRESCLUSTERLAW.COM

REPLY TO THE VILLAGES

June 19, 2013

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation of Forest High School Athletic Boosters, Inc.

Dear Sir or Madam:

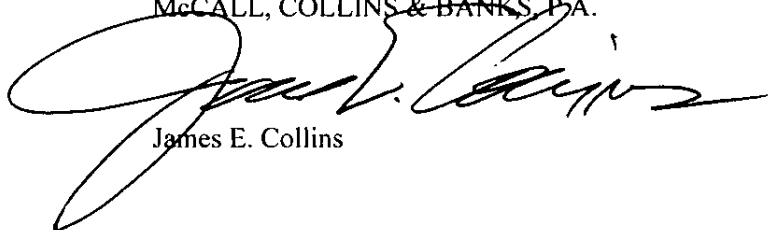
Enclosed please find the following:

1. Amended Articles of Incorporation of Forest High School Athletic Boosters, Inc.;
2. Check for Amendment of any record fee \$35 and copy fee \$10.

Please file the Amended Articles of Incorporation and return a file-stamped copy to our office in the enclosed stamped addressed envelope.

Yours truly,

AYRES, CLUSTER, CURRY,
McCALL, COLLINS & BANKS, P.A.



James E. Collins

JEC/mte
Enclosures

LAW OFFICES
**AYRES, CLUSTER, CURRY,
McCALL, COLLINS & BANKS, P.A.**

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James E. Collins
Wayne C. McCall

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Edwin C. Cluster
Landis V. Curry, Jr.

Willard Ayres - 1910-1988

REPLY TO THE VILLAGES

August 1, 2013

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation of Forest High School Athletic Boosters, Inc.

Dear Sir or Madam:

Enclosed please find the following:

1. Correction of the title of the Amended and Restated Articles of Incorporation of Forest High School Athletic Boosters, Inc.;
2. Certificate showing restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

Please file the Amended and Restated Articles of Incorporation and return a file-stamped copy to our office in the enclosed stamped addressed envelope.

Yours truly,

AYRES, CLUSTER, CURRY,
McCALL, COLLINS & BANKS, P.A.

James E. Collins /mte

James E. Collins

RECEIVED
13 AUG -5 AM 8:00
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

JEC/mte
Enclosures

"SIGNED IN HIS ABSENCE
TO AVOID DELAY"



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 27, 2013

JAMES E COLLINS, ESQ
AYRES, CLUSTER, CURRY, MCCALL, ET AL
11714 NE 62ND TERR STE 500
THE VILLAGES, FL 32162-8621

SUBJECT: FOREST HIGH SCHOOL ATHLETIC BOOSTERS, INC.
Ref. Number: N12000005659

We have received your document for FOREST HIGH SCHOOL ATHLETIC BOOSTERS, INC. and your check(s) totaling \$45.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

The name of the entity must be identical throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 813A00016098

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FOREST HIGH SCHOOL ATHLETIC BOOSTERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG -5 PM 3:15

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and do hereby certify:

ARTICLE I
NAME

The name of the Corporation is Forest High School Athletic Boosters, Inc., hereinafter called "FHS Athletic Boosters".

ARTICLE II
REGISTERED AGENT

The name of the Registered Agent is James E. Collins and the Registered Office is 21 N.E. First Ave., Ocala, Florida 34470. The principal office is 21 N.E. First Ave., Ocala, Florida 34470.

ARTICLE III
PURPOSE

Section 1. Purpose. The FHS Athletic Boosters is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making distributions to organizations that qualify as exempt organizations under sections 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. Nonprofit Character of FHS Athletic Boosters. FHS Athletic Boosters does not contemplate pecuniary gain or profit, direct or indirect, to its Members. FHS Athletic Boosters shall make no distributions of income to its Members, Directors or officers.

ARTICLE IV
POWERS

FHS Athletic Boosters shall have all the powers and duties reasonably necessary to fulfill its purposes, including, but not limited to:

(a) To exercise all the powers and privileges and to perform all of the duties and obligations of the Organization as set forth in the By-Laws

(b) To have and to exercise any all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

(c) To enter into, make, perform or enforce contracts of every kind and description; and all other acts necessary, appropriate or advisable in carrying out any purpose of FHS Athletic Boosters with or in association with any corporation or other entity or agency, public or private.

ARTICLE V MEMBERSHIP

The members of FHS Athletic Boosters consist of parents and guardians of Forest athletes and coaches at Forest High School for the current fiscal year. All members agree to be bound by the terms and provisions of these Articles of Incorporation and FHS Athletic Booster's bylaws.

The members shall not have any vested rights or control of FHS Athletic Boosters. The voting members of FHS Athletic Boosters shall consist only of FHS Athletic Boosters' Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

The affairs of FHS Athletic Boosters shall be managed by no more than twenty-one (21) voting members of the Board of Directors.

Each voting Director shall serve for a term of three (3) years, although terms may be staggered as determined by the Board of Directors. Each Director's term shall begin following election by FHS Athletic Boosters' Board of Directors in accord with the bylaws. Each Director's term shall expire following the third year of service, except when a shorter term has been designated.

Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Directors shall be elected by FHS Athletic Boosters' Board of Directors in accord with the bylaws of FHS Athletic Boosters. Directors may be removed by a two-thirds (2/3) majority vote of the members of the Board of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

- | | |
|---|---------------------------------------|
| 1. Suzanne Ritterhoff | 8. Forest Varsity Baseball Coach |
| 2. Cindy Mackay | 9. Forest Varsity Cheerleading Coach |
| 3. Joy Chappel | 10. Forest Varsity Boys Golf Coach |
| 4. Heather Whitston | 11. Forest Varsity Girls Golf Coach |
| 5. Forest Varsity Football Coach | 12. Forest Varsity Boys Soccer Coach |
| 6. Forest Varsity Volleyball Coach | 13. Forest Varsity Girls Soccer Coach |
| 7. Forest Varsity Boys Basketball Coach | 14. Forest Varsity Softball Coach |
| | 15. Forest Athletic Director |

ARTICLE VII DISSOLUTION

Upon dissolution of FHS Athletic Boosters, the assets of FHS Athletic Boosters shall be distributed to the internal fund of Forest High School which is a public school of the Marion County Public School District. The assets shall be expended in accordance with the FHS Athletic Boosters exempt purposes of supporting athletic programs at Forest High School. If Forest High School or the Marion County Public School District is not in existence or is unwilling or unable to accept the assets of FHS Athletic Boosters, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 VIII DURATION

The corporation shall exist perpetually.

ARTICLE IX AMENDMENTS

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

Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered. The Articles of Incorporation may be amended by a majority vote of the voting members of the Board of Directors.

ARTICLE X OFFICERS

The Officers of FHS Athletic Boosters shall consist of a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one individual.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Suzanne Ritterhoff
Vice President:	Cindy MacKay
Treasurer:	Heather Whitston
Secretary:	Joy Chappel
Assistant Treasurer:	Betty Phillips

ARTICLE XI
BYLAWS

The original Bylaws of FHS Athletic Boosters shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of FHS Athletic Boosters may be amended, altered or rescinded at any regular or a special meeting of the Board of Directors.

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

FHS Athletic Boosters shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of FHS Athletic Boosters, including reasonable counsel fees, except as to matter wherein he shall be finally adjudicated in such action, suit or proceeding to be liable or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XIII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between FHS Athletic Boosters and one or more of the Directors or Officers, or between FHS Athletic Boosters and any other corporation, partnership, association, or other organization, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this corporation shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers or Directors' votes are counted for such purposes. No Director or Officer of FHS Athletic Boosters shall incur liability by reason of the fact that said Director or officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE XIV
COMMITTEES FOR SPORTS TEAMS

The Board of Directors may appoint committees for each sports team at FHS. The committees shall be responsible for conducting the business of each respective sports team subject to the rules and requirements set by the Board of Directors of FHS Athletic Boosters.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the state of Florida, I, the undersigned, constituting the incorporator of Forest High School Athletic Boosters, Inc., have executed these Amended and Restated Articles of Incorporation, this 8th day of July, 2013.

James E. Collino

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 8th day of July, 2013, by James E. Collino.



Marian T. England
Notary Public
Name: Marian T. England
(Please Type or Print)

Serial Number: _____
Personally Known: ☒
Produced Identification: _____
Type: _____

My Commission Expires:

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

James E. Collino whose address is 21 NE 1st Ave. Ocala, FL 34470, the initial registered agent named in the Articles of Incorporation to accept service of process for Forest High School Athletic Boosters, Inc., organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 8th day of July, 2013.

James E. Collino

CERTIFICATE OF ACCEPTANCE BY THE BOARD OF DIRECTORS

These Amended and Restated Articles of Incorporation were adopted by the board of directors and do not contain any amendments requiring member approval.

Dated this 8th day of July, 2013.

Domenico Patterhoff
President, Board of Directors
of Forest High School Athletic Boosters, Inc.