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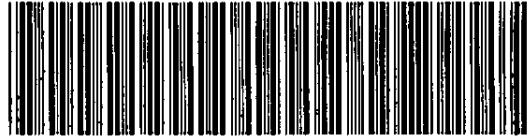
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TALLAHASSEE, FLORIDA

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C. CARROTHERS



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June 1, 2016

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Middleton Magnet High School Stem Booster Club, Inc.

Dear Sir or Madam:

Enclosed is one original and one photocopy of the Second Amended and Restated Articles of Incorporation of Middleton Magnet High School Stem Booster Club, Inc., a Florida not-for-profit corporation together with a check in the amount of \$35.00 representing the filing fee.

Thank you for your assistance in this regard and please feel free to contact me if you have any questions.

Sincerely,

Squire Patton Boggs (US) LLP

A handwritten signature in black ink, appearing to read "Jeffrey Drew Butt", written over the printed name.

Jeffrey Drew Butt

Enclosure

010-8228-4400/1/AMERICAS

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIDDLETON MAGNET HIGH SCHOOL STEM BOOSTER CLUB, INC.**

For the purposes of amending and restating the Amended and Restated Articles of Incorporation of Middleton Magnet High School Stem Booster Club, Inc., a not for profit corporation formed on October 1, 2014 under the Florida Not-for-Profit Corporation Act, *as amended* (the "Act"), *Florida Statutes*, Chapter 617, the undersigned chairman of the Board of Directors submits these Second Amended and Restated Articles of Incorporation to read in their entirety as follows:

The undersigned subscriber to these Amended and Restated Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **MIDDLETON MAGNET HIGH SCHOOL STEM BOOSTER CLUB, INC.** (hereinafter "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation's purpose is to promote, support, improve and enhance the academics and learning environment at Middleton Magnet High School, Tampa, Florida (the "School") and specifically, but without limitation, the science, technology, engineering and math (STEM) extracurricular activities of the School, including, without limitation, any and all out-reach activities related thereto. Notwithstanding anything else contained in these Articles of Incorporation, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 – PROHIBITIONS

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 2 hereof. No substantial part of the activities of the Corporation shall be 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.

ARTICLE 4 – MEMBERS

Membership is open to all persons, regardless of race, sex, religion or national origin, interested in furthering the purpose of the Corporation, as provided below. There shall be three categories of membership, as follows:

A. Regular Members

Regular Members are people who are appointed by each of the extracurricular activities/clubs that are supported by the Corporation, as evidenced by a resolution of the Corporation (each an "Approved Activity"). Each Approved Activity shall have the right to appoint two Regular Members. Regular Members have the right to vote and to hold an office. If established by the Board of Directors, Regular Members shall pay dues.

B. Professional Members

Professional Members shall consist of the principal of Middleton Magnet High School, Tampa, Florida and any administrators or instructional employees of Middleton Magnet High School, Tampa, Florida that such principal appoints from time to time. Professional Members shall not pay dues, but shall have the right to vote and hold an office.

C. Honorary Members

Honorary Members are those individuals selected by the Board of Directors of the Corporation who have helped the Corporation or displayed a profound interest in its purpose. Honorary Members shall not pay dues, vote or hold office.

ARTICLE 5 – DIRECTORS

The President, Vice President and Treasurer/Secretary of the Corporation shall each individually be a director of the Corporation (the "Officer Directors"). In addition, the principal of Middleton Magnet High School shall appoint from time to time two individuals to be directors of the Corporation (the "Appointed Directors"). The Officer Directors and the Appointed Directors shall collectively be the Board of Directors of the Corporation.

ARTICLE 6 – OFFICERS

The Officers shall be elected by a majority vote of the Regular Members of the Corporation. The initial officers of the Corporation (until a vote of the Regular Members is held) shall be:

President:	Jeffrey Butt
Vice President/Treasurer/Secretary:	Kathy Freriks
Assistant Vice President:	Dorothy Schroeder
Assistant Vice President:	Scott Mead
Assistant Treasurer:	Michelle Butt

ARTICLE 7 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4801 N. 22nd Street, Tampa, Florida 33610 and the mailing address is the same.

ARTICLE 8 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Jeffrey Drew Butt
12125 Clear Harbor Drive
Tampa, Florida 33626

ARTICLE 9 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 – CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 11 – LIABILITIES FOR DEBTS

Neither the Members, the members of the Board of Directors nor the officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 12 – REGISTERED AGENT

The name and address of the registered agent of this Corporation is Jeffrey Drew Butt, 12125 Clear Harbor Drive, Tampa, Florida 33626.

ARTICLE 13 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Regular Members, and approved at a Members meeting by a majority of the Regular Members, unless all the Directors and all the Regular Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 15 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in

connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to Indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 16 – 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 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Second Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 21 day of May, 2016.



Jeffrey Drew Butt

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

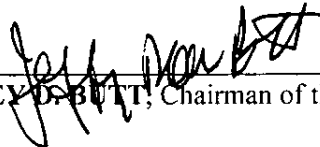
Jeffrey Drew Butt, having been named as registered agent to accept service of process for the Corporation at the place designated in this Certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Jeffrey Drew Butt

CHAIRMAN'S CERTIFICATE
(pursuant to *Florida Statutes §617.1007*)

The Second Amended and Restated Articles of Incorporation were adopted by the Board of Directors and all of the Regular Members by written consent.



JEFFREY D. BUTT, Chairman of the Board