

## Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****Stilwell Leadership Booster Club, Inc.**

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**ARTICLES OF INCORPORATION FOR  
STILWELL LEADERSHIP BOOSTER CLUB, INC.  
a not-for-profit corporation**

**ARTICLE I**

The name of the Corporation is the Stilwell Leadership Booster Club, Inc. (the "Corporation").

**ARTICLE II**

**Section 2.1 Offices.** The principal office and mailing address of the Corporation is:

7840 Burma Road  
Jacksonville, Florida 32221

The Corporation may also have, maintain and operate other offices as shall be proper or advisable in the discretion of the officers or Board of Directors of the Corporation.

**Section 2.2 Registered Agent.** The name and address of the registered agent of the Corporation is:

Milam Howard Nicandri Dees & Gillam, P.A.  
14 East Bay Street  
Jacksonville, Florida 32202

**Section 2.3 Incorporator.** The name and address of the incorporator of the Corporation is:

Charlotte Joyce  
7840 Burma Road  
Jacksonville, Florida 32221

**ARTICLE III**

**Section 3.1 Purposes.** The purposes for which the Corporation is organized are exclusively charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and the Florida Not-For-Profit Corporation Act, F.S.A. § 617.0301 et seq. and include the making of distributions that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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To engage in any or all lawful business purposes or enterprises not for pecuniary profit for which corporations may be organized under the Florida Not-For-Profit Corporation Act and which the Board of Directors may deem to be in the best interests of the Corporation, and to do all other things deemed by the Board of Directors to be necessary or desirable in connection with any of the Corporation's business.

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 this Article. 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.

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### Section 3.2 Powers.

(a) The Corporation shall have all the powers conferred upon a corporation under the provisions of the Florida Not-For-Profit Corporation Act, F.S.A. §617.0302 et seq., and any enlargement of such powers conferred by subsequent legislative acts, and shall have all powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the Corporation.

(b) The Corporation is formed upon the articles, conditions and provisions herein contained and is subject in all particulars to the limitations relative to corporations contained in the general law of this State.

#### ARTICLE IV

The Corporation is a not-for-profit corporation under the general laws of the State of Florida. The Corporation shall not issue membership certificates.

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**ARTICLE V**

The Corporation shall have no members and its term is perpetual.

**ARTICLE VI**

**Section 6.1 Number.** The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three. The directors shall be elected pursuant to such procedures as are specified in the Bylaws.

**Section 6.2. Initial Directors.** The initial directors of the Corporation shall be:

Gloria Acosta	7840 Burma Road Jacksonville, Florida 32221
Angie Gregory	7840 Burma Road Jacksonville, Florida 32221
Charlotte Joyce	7840 Burma Road Jacksonville, Florida 32221

**Section 6.2 Indemnification.** The Corporation shall indemnify past or present directors and officers of the Corporation in accordance with and to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, as amended from time to time.

**ARTICLE VII**

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 VIII**

Amendments to these Articles of Incorporation may be made and adopted at any meeting of the Board of Directors of the Corporation.

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APPROVAL

These Articles of Incorporation were duly adopted by the initial directors of the Corporation on October 9, 2014.

I, the undersigned director of the Corporation, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand, this 9<sup>th</sup> day of October, 2014.

STILWELL LEADERSHIP BOOSTER CLUB, INC.

By: Charlotte Joyce  
DirectorOCT 9 2014  
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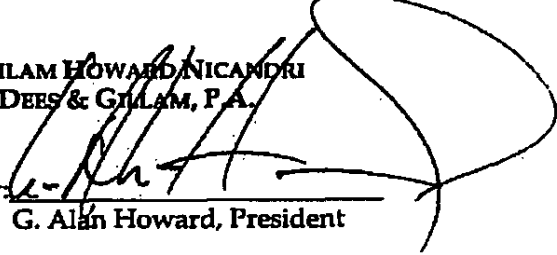
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with these provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 9th day of October, 2014.

MILAM HOWARD NICANDRI  
DEES & GILLAM, P.A.

By:   
G. Alan Howard, President

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