

**Foley + Lardner**

**222-6100**

City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Crooms Academy Athletic Booster Club  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

**FILED**  
98 JAN 16 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☒ Walk in ☒ Pick up time 3:30 ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

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| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <input type="checkbox"/>    | Foreign             |
| <input type="checkbox"/>    | Limited Partnership |
| <input type="checkbox"/>    | Reinstatement       |
| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

**RECEIVED**  
98 JAN 16 AM 11:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

|                     |  |
|---------------------|--|
| Examiner's Initials |  |
|---------------------|--|

**ARTICLES OF INCORPORATION**  
**OF**  
**CROOMS ACADEMY ATHLETIC BOOSTER CLUB, INC.**  
**A Florida corporation not for profit**

**FILED**  
**98 JAN 16 PM 1:09**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE 1**  
**NAME**

The name of this corporation is: Crooms Academy Athletic Booster Club, Inc.

**ARTICLE 2**  
**DURATION**

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

**ARTICLE 3**  
**GENERAL PURPOSES**

The general nature and purpose of the corporation shall be:

1. To operate exclusively for charitable and educational purposes, namely to educate children through the promotion of and support of amateur athletics.
2. 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 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) 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. To employ, contract for, or otherwise obtain the services of agents to perform all services required in connection with the carrying out of its aforesaid purposes.

4. To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, Bills of Exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation.

5. To have one or more offices, and to conduct its business and promote its objectives within the State of Florida without restriction as to place or manner.

6. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.

7. To purchase, take, receive, subscribe for or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests or obligations of, corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

8. To purchase, take receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as trustee, or in any other fiduciary capacity, wheresoever situate.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in this Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, trustee, or otherwise.

11. To distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code).

12. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

13. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

14. The corporation will not retain any excess business holdings as defined in section 4943<sup>®</sup> of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

15. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

16. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, (or the corresponding provisions of any future United States Internal Revenue Law).

17. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

#### **ARTICLE 4**

##### **PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of the corporation is 2200 West 13th Street, Sanford, Florida 32771. The address of the initial Registered Office of the corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240, and the initial Registered Agent at such address is F & L Corp.

#### **ARTICLE 5**

##### **DIRECTORS**

The number of directors constituting the initial board of directors is five (5) and the name and address of each person who is to serve as a member thereof are as follows:

Rev. Ronald W. Merthie

New Life Word Center Church  
1311 Oak Avenue  
Sanford, FL 32771

Gregory Robinson

Indian Trails Middle School  
550 Tuskawilla Road  
Winter Springs, FL 32708

April Bonadonna

Crooms Academy  
2200 West 13th Street  
Sanford, FL 32771

Alexander Wynn III

Seminole High School  
2701 Ridgewood Avenue  
Sanford, FL 32771

Dr. Hardy-Blake

Crooms Academy  
2200 West 13th Street  
Sanford, FL 32771

The number of directors may be changed from time to time by the by-laws, except that the number shall at no time be less than five (5). Directors shall be elected in the manner set forth in the by-laws.

## **ARTICLE 6**

### **INCORPORATOR**

The name and address of the incorporator of this corporation are as follows:

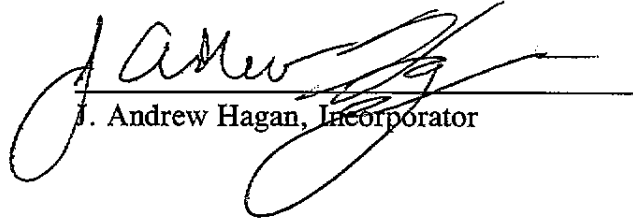
James Andrew Hagan  
111 North Orange Avenue  
Suite 1800  
Orlando, Florida 32801-2386

## **ARTICLE 7**

### **BY-LAWS**

The By-Laws of this corporation shall be adopted by the board of Directors and may be elected, amended, or rescinded in the manner provided by the By-Laws.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 14th day of January, 1998.

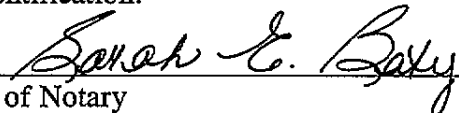
  
J. Andrew Hagan, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of January, 1998, by J. Andrew Hagan. Such person did not take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

  
Signature of Notary



SARAH E. BATY  
MY COMMISSION # CC478964 EXPIRES  
October 23, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_

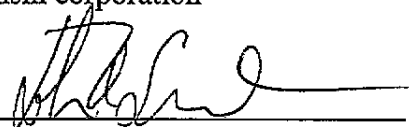
**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article IV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

**DATED**, this 14th day of January, 1998.

**REGISTERED AGENT:**

F & L CORP.,  
a Wisconsin corporation

By:   
John A. Sanders, As Agent

**FILED**  
98 JAN 16 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

-F & L CORP.

**Consent of Sole Shareholder**

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Edmund T. Baxa, Jr.  
John R. Dawson  
Michael W. Grebe  
Charles V. Hedrick  
William D. King  
David M. Rieth  
John A. Sanders  
William P. Sklar  
Martin A. Traber  
Richard A. Weiss

Dated: August 1, 1995

FOLEY & LARDNER

By: 

Michael W. Grebe  
Chairman and Chief Executive  
Officer