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RICHARD AND RICHARD

ATTORNEYS AT LAW

6 BRICKELL AVENUE DRIVE

TOWERS 17TH FLOOR

THE FOUR AMBASSADORS

MIAMI, FLORIDA

33131

(305) 374-6688

MELVIN J. RICHARD  
DENNIS ALAN RICHARD  
RICHARD J. SARAFAN  
LAUREL W. MARC-CHARLES  
SYDNEY A. MARKS\*  
JASON S. MILLER

TELEFAX-MIAM (305) 374-0384

MAPPIN HOUSE (4TH FLOOR)  
4 WINSLEY STREET  
LONDON WIN 7 AB, ENGLAND

\*ALSO ADMITTED IN ILLINOIS

February 17, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Filing of Articles of Incorporation of Omni Booster Club, Inc.

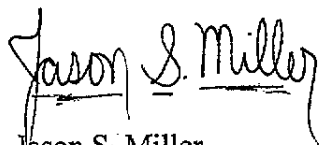
To Whom It May Concern:

Enclosed is a check in the amount of seventy-eight dollars and seventy-five cents (\$78.75) to cover the costs of filing Articles of Incorporation for a domestic, not-for-profit corporation named "Omni Booster Club, Inc." Also enclosed are the Articles of Incorporation, including a statement accepting appointment as registered agent.

The amount enclosed covers not only the filing fee for the corporation (\$35.00), but also the Registered Agent Designation fee (\$35.00) as well as the cost of receiving a Certificate Under Seal (which we would like to receive once the Articles are recorded) (\$8.75).

If there are any questions regarding this matter, please do not hesitate to call. I thank you in advance for your assistance.

Very truly yours,



Jason S. Miller

JSM/va

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Don  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 24, 1998

JASON S. MILLER  
RICHARD AND RICHARD  
825 BRICKELL BAY DRIVE, TOWER II - 17TH  
MIAMI, FL

SUBJECT: OMNI BOOSTER CLUB, INC.  
Ref. Number: W98000004029

We have received your document for OMNI BOOSTER CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of 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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 898A00010316

**RICHARD AND RICHARD**

ATTORNEYS AT LAW

825 BRICKELL BAY DRIVE

TOWER III - 17TH FLOOR

THE FOUR AMBASSADORS

MIAMI, FLORIDA

33131

(305) 374-8888

TELEFAX-MIAMI (305) 374-0384

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SYDNEY A. MARKS\*  
JASON S. MILLER

\*ALSO ADMITTED IN ILLINOIS

March 3, 1998

Dana Calloway, Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Filing of Amendment to Articles of Incorporation of Omni Booster Club, Inc.  
Reference Number: W98000004029

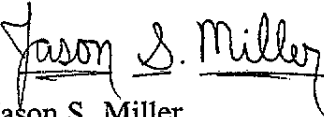
Dear Ms. Calloway:

Thank you for your attention to our initial filing of the Articles of Incorporation for the above-named corporation. Pursuant to your letter of February 24, 1998 [Letter Number 898A00010316] (see attached), I have made the necessary change to the Articles of Incorporation, specifically amending Article V to reflect (as detailed in Florida Statute § 617.0202(1)(b)) that the initial registered office and principal business addresses are the same. Enclosed is an original and one copy of the document in full for filing with your office.

I trust that our previously-paid filing fee of \$78.75 for this corporation is still on file with your office, and that we need not resubmit a check for the filing fee.

Again, thank you for your attention to this matter. If there are any other concerns or problems with this filing, please do not hesitate to contact us.

Very truly yours,

  
Jason S. Miller

Enclosures

**ARTICLES OF INCORPORATION OF  
OMNI BOOSTER CLUB, INC.,  
a Florida Not For Profit Corporation**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**ARTICLE I**

The name of the corporation is OMNI BOOSTER CLUB, INC.

**ARTICLE II**

The corporation shall have perpetual duration.

**ARTICLE III**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement and promotion of the best interests of the "gifted" programs at Miami Shores Elementary School, and for other charitable purposes, by the distribution of its funds for those purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE IV**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

The street address of the initial registered office, and the principal address of the corporation, is 825 Brickell Bay Drive, Tower III - Suite 1748, Miami, Florida 33131. The name of its initial registered agent at that address is Richard Sarafan, Esq.

## ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that the number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on September 14, 1998, at 7:30 p.m., at Miami Shores Elementary School, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 7:30 p.m., on the first Monday in February each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
Edgar E. Otto, Jr.	74 N.E. 110 Street Miami, Florida 33161
Elaine Del Grosso	246 N.E. 105 Street Miami Shores, Florida 33138

Diane Stewart-Muniz, Ph.D.  
760 N.E. 96 Street  
Miami Shores, Florida 33138  
Treasurer

Mary Anne McAdams  
1218 N.E. 98 Street  
Miami Shores, Florida 33138  
Secretary

#### ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

#### ARTICLE XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their votes. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on JANUARY 12, 1998.

Sydney Francis

101715 Griffing Boulevard  
Biscayne Park, Florida 33161

Diane Stewart-Muniz, Ph.D.

760 N.E. 96 Street  
Miami Shores, Florida 33138

Mary Anne McAdams

1218 N.E. 98 Street  
Miami Shores, Florida 33138

#### ARTICLE VII

The name and address of each incorporator is:

Name

Address

Edgar E. Otto Jr.

74 N.E. 110 Street  
Miami, Florida 33161

#### ARTICLE VIII

The board of directors shall elect the following officers: president, executive vice president, vice president, treasurer and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Edgar E. Otto Jr.  
74 N.E. 110 Street  
Miami, Florida 33161  
President

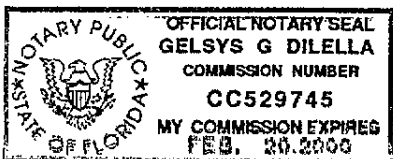
Elaine Del Grosso  
246 N.E. 105 Street  
Miami Shores, Florida 33138  
Executive Vice President

Sydney Francis  
101715 Griffing Boulevard  
Biscayne Park, Florida 33161  
Vice President

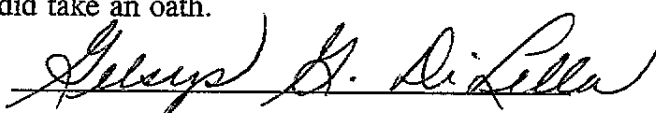
  
EDGAR E. OTTO JR., Incorporator

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )     SS:

The foregoing instrument was acknowledged before me this 12<sup>th</sup> January, 1998 day of December, 1997 by Edgar E. Otto Jr., who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

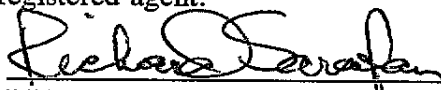


My commission expires: Feb. 20, 2000

  
GELSYS G. DILELLA  
NOTARY PUBLIC

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
RICHARD SARAFAN, ESQ.  
Florida Bar #296805  
Richard and Richard, P.A.  
825 Brickell Bay Drive  
Tower III - Suite 1748  
Miami, Florida 33131  
Telephone: (305) 374-6688

va\pl\omni-art, inc

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