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March 6, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-03/12/98--01052--006
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Re: P.H.S. Soccer Boosters, Inc.

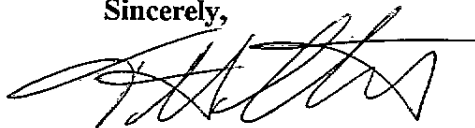
Dear Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for P.H.S. Soccer Boosters, Inc.. In addition you will find enclosed my check in the sum of \$122.50, representing the following fees (Section 607.0122):

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you in advance for your assistance in this matter.

Sincerely,



Tito S. Smith

TSS/lkb

Enclosures

FILED
98 MAR 12 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 16 1998

ARTICLES OF INCORPORATION
OF
P.H.S. SOCCER BOOSTERS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of this corporation is P.H.S. SOCCER BOOSTERS, INC..

ARTICLE II: NATURE OF BUSINESS

This is a non-profit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III: DURATION

The period of its duration is perpetual.

ARTICLE IV: GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is formed are:

- a. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b. To operate a booster club for the betterment of youth and community through participation in soccer activities by both boys and girls.
- c. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the

distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V: MANAGEMENT OF CORPORATION AFFAIRS

BOARD OF DIRECTORS. The powers of this Corporation shall be exercised, and its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than two (2) persons. The number of directors of the Corporation shall be two (2), provided however, that such number may be changed by a by-law duly adopted by the members. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of directors and until the qualification of their successors in office. Annual meetings shall be held at Palatka High School, Palatka, Florida on January 15th of each year at 5:00 P.M. or at such other place or places as the Board of Directors may designate from time to time by resolution. Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or document filed under any

provision of law which relates to actions so taken 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 and By-Laws of this Corporation authorize the Directors to so act.

Such a statement shall be prima facia evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

NAME	ADDRESS
SUZANNE M. GRIMES	P. O. Box 2471 Palatka, FL 32178
ANN K. WALLACE	224 N. 6TH Street Palatka, FL 32177

ARTICLE VI: EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to its members, directors, 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 as set forth in Article IV hereof.

B. 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 convene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not

permitted to be carried on (a) by a Corporation exempt under federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. 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.

ARTICLE VII: DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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, education, 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 1954 (or the corresponding provisions of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes

or to such organization or organizations as such court shall determine, which are organized and operated for such purposes.

ARTICLE VIII: MEMBERSHIP

The qualification for members and manner of their admission shall be regulated by the By-Laws of this Corporation.

ARTICLE IX: SUBSCRIBERS

The names and residence addresses of the subscribers of this Corporation are as follows:

NAME	ADDRESS
SUZANNE M. GRIMES	P. O. Box 2471 Palatka, FL 32178
ANN K. WALLACE	224 N. 6TH Street Palatka, FL 32177

ARTICLE X: AMENDMENT OF BY-LAWS

Subject to limitations contained in the By-Laws, or any limitations as set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, by-laws of this Corporation may be made, altered, rescinded, added to or new by-laws may be adopted either by resolution of the Board of Directors, or by following the procedures set forth therefor in the By-Laws.

ARTICLE XI: DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of net income or assets of this Corporation shall ever enure

to the benefit of any director, officer or member thereof, or the benefit of any private individual.

ARTICLE XII: REGISTERED AGENT AND OFFICE

The address of this Corporation's registered office shall be 224 N. 6th Street, Palatka, Florida, 32177, and the name of its registered agent at said address shall be ANN WALLACE.

ARTICLE XIII: AMENDMENT OF ARTICLES

Amendments to these Articles may be purposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manor set forth in the By-Laws of this Corporation.

WE, BEING THE UNDERSIGNED, subscribers and incorporators of this Corporation, for the purposes of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 23rd day of February, 1998.

Lana K. Burton
Charles Warren

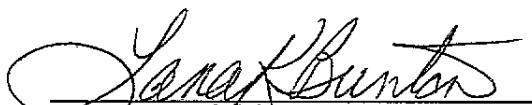
Suzanne Grimes
Suzanne Grimes
Ann K. Wallace
Ann K. Wallace

Subscribers

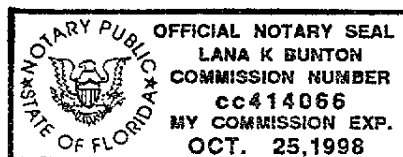
STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority this day personally appeared SUZANNE M. GRIMES and ANN K. WALLACE, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they execute such instrument.

DATED this 23rd day of February, 1998.



Notary Public
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESSES MAY BE SERVED.

In pursuance of Section 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That P.H.S. SOCCER BOOSTERS, INC., a corporation
organized under the laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation at
224 N. 6TH STREET, Palatka, Florida, 32177, has named ANN K.
WALLACE of 224 N. 6th Street, Palatka, Florida, 32177, as its agent
to accept service of process within this State.

ACKNOWLEDGMENT

HAVING BEEN named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open
said office.

Ann K. Wallace
Ann K. Wallace

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 12 AM 8:03

FILED