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Lynn E. Geiter
308 N. Belcher Road
Clearwater, Florida 33765
(813) 442-3838 Fax (813) 461-0612

March 18, 1998

Division of Corporations
Department of State
PO Box 6327
Tallahassee, Florida 32301

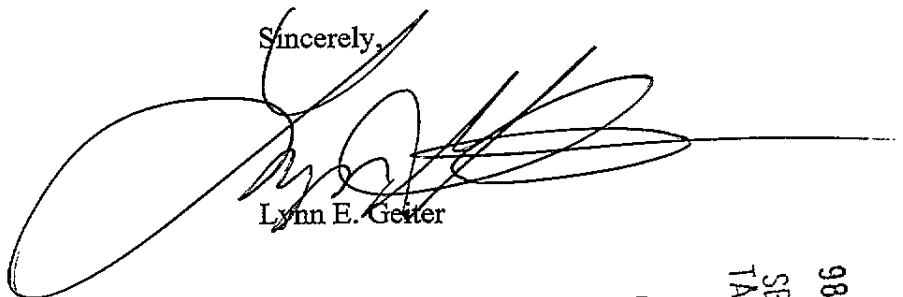
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Dear Corporate Division:

Enclosed find Articles of Incorporation and the filing fee of \$122.50 to start a new Not-for-Profit corporation.

Please feel free to call should you have any questions as time is of the essence in this matter.

Sincerely,



Lynn E. Geiter

FILED
98 MAR 20 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PALM HARBOR ELEMENTARY BOOSTER, INC.

FILED
98 MAR 20 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acknowledge and file in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation as by law provided.

I.

NAME

The name of the Corporation, hereinafter called the "Corporation", shall be Palm Harbor Elementary Booster, Inc. The initial principal office shall be 308 N. Belcher Road, Clearwater, Florida 33765.

II.

PURPOSE AND POWERS

A. Purposes. The purposes for which the Corporation is formed are as follows:

1. To collect or raise funds for the benefit of the Palm Harbor Elementary School of Palm Harbor, Florida.

B. Powers. To accomplish the foregoing purposes the Corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued. No part of the income of the Corporation shall be distributed to the members, directors and officers of the corporation (except that reasonable compensation may be paid for services rendered to or for the corporation).

C. The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.0105, Florida Statutes.

D. The Corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. 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 shall be as regulated in the bylaws.

III.

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 308 N. Belcher Road, Clearwater, Florida 33765 and the name of the initial registered agent of this Corporation at that address is Patrick T. Maguire, Esq..

IV.

TERM OF EXISTENCE

This Corporation shall exist perpetually, unless terminated by due process of law.

V.

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Lynn E. Geiter

8060 44th Street North
Pinellas Park, FL 33781

VI.

BOARD OF DIRECTORS

A. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons. Any action required or permitted

to be taken by the Board of Directors including their election or appointment shall be as set forth in the Bylaws of this Corporation.

B. The directors shall be determined at the organizational meeting.

VII.

OFFICERS

The names and address of the officers who shall serve until the first election are as follows:

Lynn E. Geiter	President
Donna Sitton	Vice President
Denise Beers	Treasurer
Denise Beers	Secretary

VIII.

ADMISSION TO MEMBERSHIP

Membership qualification and admission shall be determined in accordance with the Bylaws of the Corporation.

IX.

BYLAWS

The Bylaws of the Corporation may be made, altered, amended, or rescinded in the following manner:

By a vote of a majority of the members of the Board of Directors at a meeting called for such purpose.

X.

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted in the following

manner:

Such may be proposed and considered at any regular meeting of the Board of Directors but may not be adopted until the next regular meeting of the Board of Directors and then by 2/3 majority vote.

XI.

DISSOLUTION AND LIMITATION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

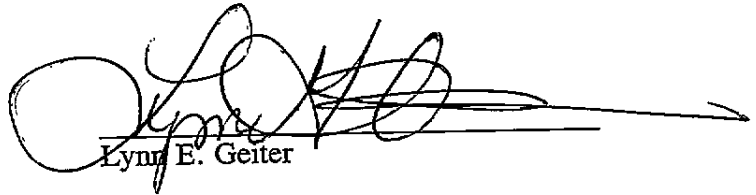
No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC Section 501(h)] and not participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other

corresponding provision of any future United States Internal Revenue law.

The undersigned subscribers have executed these Articles of Incorporation this 18th day
of March, 1998.


Lynn E. Geiter

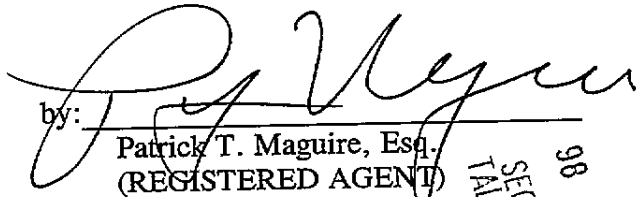
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First - that Palm Harbor Elementary Booster, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Patrick T. Maguire located at 308 N. Belcher Road, Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

by: 
Patrick T. Maguire, Esq.
(REGISTERED AGENT)

FILED
98 MAR 20 PM 8:44
TALLAHASSEE, FLORIDA