

N980000002196

Michael J. Pugh  
ATTORNEY AT LAW

April 13, 1998

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

Re: **NAVARRE ATHLETIC BOOSTERS, INC.**

Dear Sir:

Enclosed are the original and one copy each of the articles of incorporation and acceptance of registered agent for the above corporation, a check for \$70 and a self-addressed stamped envelop.

Could you please file the original of the articles of incorporation and acceptance of registered agent and return a file stamped copy of them to me in the enclosed self addressed envelop so that I may complete the organization of the corporation. Thanks for your attention to this matter. I look forward to hearing from you.

Sincerely,

  
Michael Pugh

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-04/15/98-01068-005  
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NAVARRE ATHLETIC BOOSTERS CLUB, INC.**

a Florida Not For Profit Corporation

The undersigned, acting as incorporator(s) 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(s) the following Articles of Incorporation:

**Article I  
Name**

The name of the corporation is Navarre Athletic Boosters Club, Inc.

**Article II  
Duration**

The corporation shall have perpetual duration.

**Article III  
Principal Place of Business and Mailing Address**

The principal place of business and the mailing address of the corporation shall be 8600 High School Road, Navarre, Florida 32566.

**Article IV  
Purpose(s), Earnings and Activities**

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 of charity and education, and for other education and charitable purposes, and for the fostering of amateur sports competition, by the distribution of its funds for those purposes, and, in addition, particularly to provide educational opportunities and foster sports competition at the Navarre High School in Navarre, Santa Rosa County, Florida.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes and for the fostering of sports competition, 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 taxexempt organizations

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under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(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.

(d) Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code. This corporation shall conduct only activities 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, shall operate only for nonprofit purposes, and shall not pursue pecuniary gain or profit. Notwithstanding any other provisions 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 of 1986, or corresponding provisions of any subsequent federal tax laws, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) Moreover,

(1) The corporation will 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, or the corresponding section of any future federal tax code;

(2) The corporation will not engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(3) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(4) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(5) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 set forth in Article IV hereof; and

(6) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) Notwithstanding any other provisions 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 V**

##### **Classes of Membership**

The corporation shall have at least four classes of membership distinct from the board of directors, namely individual, family, business and honorary membership. The authorized number and qualifications of each of the classes of the members of the corporation, the manner of their admission, any other but different classes of membership, if any, the voting, and other rights and privileges of members, and their liability for dues and the method of collecting dues shall be as determined by the board of directors.

Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation and shall not be subject to any assessments.

#### **Article VI**

##### **Board of Directors**

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 a number pursuant to the by-laws of this corporation. The directors shall be elected as provided in the corporation's by-laws, but a majority of the directors shall be employees of the Santa Rosa County School Board, one of which shall be either the principal, vice-principal, athletic director or head coach of and at Navarre High School in Navarre, Santa Rosa County, Florida.

#### **Article VII**

##### **Initial Registered Agent and Street Address**

The name and the street address of the initial registered agent is Kenneth Max Hughes at 8600 High School Road, Navarre, Florida 32566.

**Article VIII**  
**Incorporator(s)**

The name(s) and the street address(es) of the incorporator for these articles of incorporation is(are) Kenneth Max Hughes at 4704 Henry Wilson Creek Drive, Milton, Florida 32570.


**Article IX**  
**Distribution of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law or future federal tax code) in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law or future federal tax code), as the Board of Directors shall determine. In lieu of or in conjunction with such distribution for charitable, educational or other exempt purposes, the Board of Directors may direct that the assets of the corporation 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 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 exclusively for such purposes.

**Article X**  
**Dedication of Assets**

The property of this corporation is irrevocably dedicated to educational and 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 thereof, or to the benefit of any private individual.

The undersigned incorporator has executed these Articles of Incorporation this 8 day of April, 1998.

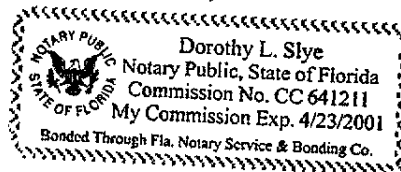
  
KENNETH MAX HUGHES

**STATE OF FLORIDA  
COUNTY OF SANTA ROSA**

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Kenneth Max Hughes, personally known to me or has produced \_\_\_\_\_ as identification, who executed acknowledged before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8<sup>th</sup> day of April, 1998.

Dorothy L. Slye  
Signature  
Notary Public



**APPOINTMENT OF REGISTERED AGENT FOR CORPORATION  
ACCEPTANCE OF APPOINTMENT**

To: The Department of State  
Tallahassee, Florida 32304

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

In compliance with Sections 617.0501 through 617.0504 of the Florida Not For Profit Corporation Act, the following is submitted:

**NAVARRE ATHLETIC BOOSTERS CLUB, INC.**, with its place of business at 8600 High School Road, Navarre, Florida 32566, has named Kenneth Max Hughes located at that address as its agent to accept service of process within Florida.

Dated April 8, 1998.

  
Kenneth Max Hughes, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Sections 617.0501 through 617.05054 of the Florida Not For Profit Corporation Act.

Dated April 8, 1998.

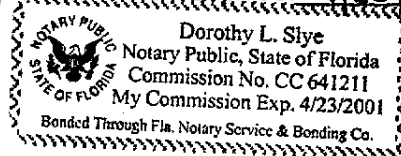
  
Kenneth Max Hughes, Registered Agent

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Kenneth Max Hughes, who is personally known to me or has produced \_\_\_\_\_ as identification, who executed the foregoing Appointment Of Registered Agent For Corporation and Acceptance of Appointment, and he acknowledged before me that he executed that Appointment Of Registered Agent For Corporation and Acceptance of Appointment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8<sup>th</sup> day of April, 1998.

Dorothy L. Slye  
Signature  
Notary Public  
My commission expires: 4/23/2001



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