

Bernard S. Peck  
Member FL, CT & NY Bars

Daniel D. Peck  
Member FL & CT Bars

D. Nathan Hoskins  
Member FL Bar

N98000002703

Peck & Peck  
Attorneys at Law

Suite 103, First Union Building  
5801 Pelican Bay Boulevard  
Naples, Florida 34108

Telephone  
(941) 566-3600

Facsimile  
(941) 566-3977

May 4, 1998

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

Re: Gulf Coast Band Boosters, Inc.

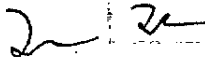
Dear Madam:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,



Daniel D. Peck

300002517123--9

-05/08/98--01068--014

\*\*\*\*122.50 \*\*\*\*122.50

DDP:jfm

Encs.

secyst

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY -8 PM 12:44

FILED

mc 5/12/98

ARTICLES OF INCORPORATION  
OF  
GULF COAST BAND BOOSTERS, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

98 MAY -8 PM 12:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is GULF COAST BAND BOOSTERS, INC. and its principal or registered office and mailing address is 7878 Immokalee Road, Naples, Florida, 34119.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE AND POWERS

The purpose for which the corporation is organized include to further and support, including raising funds for donations to all band programs at Gulf Coast High School, for charitable, educational, and musical purposes, to provide volunteer services to acquire, hold and dispose of property, and to engage in any lawful purpose or purposes allowed a Florida not for profit tax exempt corporation.

ARTICLE IV - DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four Directors initially. The number of Directors may be increased or decreased from time to time by the By-laws but shall never be less than three. The Board of Directors shall determine the policies, fiscal matters and in general assume responsibilities for the business, property and affairs of the corporation.

Section 2. The Board of Directors shall be members of the corporation and shall unless otherwise provided be the President, Vice President, Secretary and Treasurer of the Corporation.

Section 3. The names and addresses of the persons who are to serve as Directors until April, 1999 or until their successors are elected are as follows:

| <u>NAME</u>   | <u>ADDRESS</u>                                   |
|---------------|--|
| Norman Dery   | 3201 First Ave NW<br>Naples, Florida 34120       |
| Patti Wilson  | 511 29th Street NW<br>Naples, Florida 34120      |
| Nancy Holaway | 4111 Third Ave NW<br>Naples, Florida 34119       |
| Megan Davis   | 11400 Night Heron Drive<br>Naples, Florida 34119 |

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at Gulf Coast High School, 7878 Immokalee Road, Naples, Florida. The initial registered agent of the Corporation at that address shall be Eric Williams.

#### ARTICLE VI - QUALIFICATIONS OF MEMBERS

The membership of this corporation shall consist of all parents, and such other persons over the age of 18 years who are not Gulf Coast High School students who have an interest in supporting the band programs of Gulf Coast High School and who have paid their membership dues.

#### ARTICLE VII - INCORPORATORS

The name and address of the subscribers to these Articles are:

| <u>Name</u>   | <u>Address</u>                                   |
|---------------|--|
| Eric Williams | 7878 Immokalee Road<br>Naples, Florida 34119     |
| Patti Wilson  | 511 29th Street NW<br>Naples, Florida 34120      |
| Nancy Holaway | 4111 Third Ave NW<br>Naples, Florida 34119       |
| Megan Davis   | 11400 Night Heron Drive<br>Naples, Florida 34119 |

#### ARTICLE VIII - OFFICERS

Section 1. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer or such other officers as provided by the By-Laws and duly elected or appointed.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the By-Laws.

Section 3. The officers of the corporation shall serve also as the Board of Directors.

#### ARTICLE IX - BY-LAWS

Section 1. The Board of Directors or a majority of the members voting at a membership meeting of this corporation may adopt such By-Laws for the conduct of business and the carrying out of its purposes as they may deem appropriate at the time of incorporation.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by two-thirds of the members of the General Membership who are present at any regular meeting or at any special meeting called for that purpose.

#### ARTICLE X - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

Section 2. Amendments to the Articles of Incorporation shall be by two-thirds vote of those present.

#### ARTICLE XI - NON-PROFIT STATUS

No part of the net earnings, dividends or profits of the corporation shall inure to the benefit of or be distributed to any individual or member, director or officer of the corporation.

This corporation shall not engage in any activities not permitted to be carried on by Section 501 (c) (3) of the Internal Revenue Code or for purposes which would jeopardize the maintenance of a tax exempt status.

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose, and none of the assets will be distributed to any member, officer, director or trustee of this corporation.

ARTICLE XII - LIABILITY

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him except for a criminal act or willful misconduct and shall not be liable if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

IN WITNESS WHEREOF, we have subscribed our names this 27th day of April, 1998.

Eric Williams  
Eric Williams

Patti Wilson  
Patti Wilson

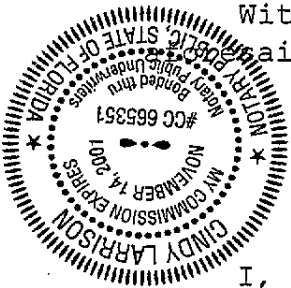
Nancy Holaway  
Nancy Holaway

Megan Davis  
Megan Davis

STATE OF FLORIDA  
COUNTY OF COLLIER

On this 27th day of April, 1998, before me, a Notary Public in the aforesaid State and County, personally appeared ERIC WILLIAMS, PATTI WILSON, NANCY HOLAWAY, MEGAN DAVIS who are well known to me to be the persons named in and who executed the forgoing instrument and who severally acknowledged that they executed the same freely.

Witness my hand and official seal in the County and State last said this 27th day of April, 1998.



Cindy Larrison  
CINDY LARRISON

ACCEPTANCE OF REGISTERED AGENT

I, ERIC WILLIAMS, agree to act as resident agent for the above corporation and to comply with the legal requirements in connection therewith.

Date: April 27th, 1998.

Eric Williams  
ERIC WILLIAMS

FILED  
98 MAY -8 PM 12:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA