

RAY P. POPE

Attorney

N98000002819

12 May 1998

Honorable Sandra Barringer Mortham  
Secretary of State  
The Capitol  
Post Office Box 6327  
Tallahassee, Florida 32314

800002523188--9  
-05/14/98-01043-018  
\*\*\*\*122.50 \*\*\*\*122.50

RE: East Hill Christian School Booster Club, Inc.

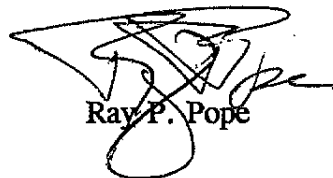
Dear Madame Mortham:

Enclosed please find the original and one copy of the fully executed Articles of Incorporation for the above-referenced non for profit organization. Please file the original Articles with your office and certify the copy and return to this office.

Please find enclosed our firm check in the amount of \$122.50 to cover the costs of filing and certifying these Articles.

Thank you for your prompt attention to this matter.

Sincerely yours,

  
Ray P. Pope

RPP/csk  
Enclosures

cc: Mr. Mike Fair

FILED  
98 MAY 14 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

c:\wp51\clients\easthill\ehcsbcse.ltr

4400 Bayou Blvd./Suite 54B/P.O.Box 30112  
Pensacola, Florida 32503  
(850)477-8989/FAX(850)484-9113

PN5-18-98

**ARTICLES OF INCORPORATION**  
**OF**  
**EAST HILL CHRISTIAN SCHOOL BOOSTER CLUB, INC.**  
**A Not-for-Profit Corporation**

FILED  
98 MAY 14 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes, and do adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**

**NAME AND MAILING ADDRESS OF THE CORPORATION**

The name of the corporation is East Hill Christian School Booster Club, Inc., and the mailing address for the corporation is 1301 East Gadsden Street, Pensacola, Florida 32501.

**ARTICLE II.**

**DURATION**

This corporation shall exist perpetually, commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III.**

**PRINCIPAL PLACE OF OPERATION**

The principal geographic location of the corporate business or activities shall be 1301 East Gadsden Street, Pensacola, Florida 32501.

**ARTICLE IV.**

**PURPOSE**

The purposes of this corporation are:

a. The purpose of East Hill Christian School Booster Club, Inc., is to assist the Athletic Department of East Hill Christian School in the development of its students spiritually, academically and physically. It is our desire to work in harmony with all to promote the best Christian athletes possible. This organization shall work as a support to the student athletes, the Athletic Director, coaches and Athletic Committee. This organization shall promote projects to enhance facilities and equipment provided by the school Athletic Committee.

b. To accomplish such other religious, scientific or educational purposes, consistent with the above purposes, as are approved by the board of directors, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may be amended from time to time.

c. To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as they may be amended from time to time, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers enumerated which are not in derogation of the laws of the State of Florida of the United States of America; provided, however, that the corporation, in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may be amended from time to time.

## **ARTICLE V.**

### **ACTS AFFECTING NON-TAXABLE STATUS PROHIBITED**

This corporation is organized exclusively for religious, educational, scientific and charitable purposes as a not for profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

1. The corporation shall 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 corresponding section of any future federal tax code.

2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax code.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax code.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax code.

5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax code.

Notwithstanding any other provision 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 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE VI.**

### **DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall 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 over the value of the assets in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII.**

### **NON-STOCK CORPORATION**

This corporation is organized on a non-stock basis.

## **ARTICLE VIII.**

### **MEMBERSHIP, INITIAL MEMBERS**

The authorized number and qualifications of the members of the corporation, the manner of their admission, procedures for replacing members, the voting and other rights and privileges of members shall be set forth in the Bylaws. The initial members of the corporation shall be the following four (4) persons: Mr. Michael Fair, Mr. Mike Duff, Ms. Paula Immesoto and Ms. Mary Kaye Bell.

## **ARTICLE IX.**

### **BOARD OF DIRECTORS**

The corporation shall be directed by a board of directors, which shall have all of the powers granted to a board of directors under Chapters 607 and 617, Florida Statutes, as they may be amended from time to time, to the extent that such powers are not in conflict with the

Articles of Incorporation. Each member of the corporation shall be a member of the board of directors by virtue of being a member of the corporation. In no event shall the board of directors consist of fewer than three directors. The directors shall be elected as provided for in the Bylaws.

## **ARTICLE X.**

### **INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of three directors, listed below. The number of directors may be increased or decreased by the members, but in no event shall there be fewer than three directors.

The names and addresses of the inintial board of directors are:

Michael Fair  
1022 East Brainerd Street  
Pensacola, Florida 32503

Mike Duff  
1905 Kathleen Avenue  
Cantonment, Florida 32533

Paula Immesoto  
1310 Gonzalez Street  
Pensacola, Florida 32501

Mary Kaye Bell  
2801 Bayou Boulevard  
Pensacola, Florida 32503

## **ARTICLE XI.**

### **INCORPORATOR**

The name and address of the incorporator of the corporation is: Mr. Michael Fair, 1022 East Brainerd Street, Pensacola, Florida 32503.

## **ARTICLE XII.**

### **OFFICERS**

The affairs of the corporation shall be managed, subject to direction by the board of directors, by a President, Vice President, Secretary, and Treasurer, elected annually by the board of directors. The names of the first officers are:

President

Mr. Michael Fair

Vice-President

Mr. Mike Duff

Secretary

Ms. Paula Immesoto

Treasurer

Ms. Mary Kaye Bell

**ARTICLE XIII.**

**BYLAWS**

The bylaws of the corporation shall be made, amended or rescinded by the board of directors. Bylaws may be amended or rescinded by a majority vote of the board of directors, provided that a quorum of the board is present, as a quorum is defined in the bylaws of the corporation.

**ARTICLE XIV.**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

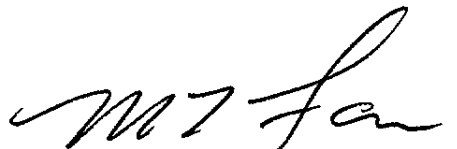
The initial registered office of the corporation is 4400 Bayou Boulevard, Suite 54B, Pensacola, Florida 32503. The initial registered agent of the corporation at such address is Ray P. Pope.

**ARTICLE XV.**

**NO DISTRIBUTION TO MEMBERS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III above.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on the dates written below:

  
\_\_\_\_\_  
MIKE FAIR

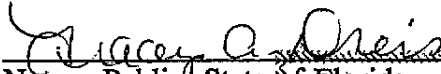

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, the undersigned authority in and for said State and County, personally appeared MIKE FAIR, to me well known to be the person described in and who freely and

voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 11<sup>th</sup> day of May, 1998.

  
Notary Public, State of Florida  
My Commission Expires  Tracey A. Dreis  
Notary Public, State of Florida  
Commission No. CC 667058  
My Commission Exp. 08/22/2001  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

#### ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for East Hill Christian School Booster Club, Inc., at the place designated in the Articles of Incorporation, Ray P. Pope agreed to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATED: 11 May 1998, 1998.

  
\_\_\_\_\_  
Registered Agent

FILED  
98 MAY 14 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA