

LAW OFFICES
ENGLISH, McCAUGHAN & O'BRYAN, P.A.

100 NORTHEAST THIRD AVENUE, SUITE 1100
FORT LAUDERDALE, FLORIDA 33301-1146

MAILING ADDRESS:
P.O. BOX 14098
FORT LAUDERDALE, FLORIDA 33302-4098

TELEPHONE (954) 462-3300
FROM MIAMI (305) 947-1052
FACSIMILE (954) 763-2439

BOCA RATON OFFICE
120 EAST PALMETTO PARK ROAD
SUITE 450
BOCA RATON, FLORIDA 33432-6090

TELEPHONE (561) 347-1700
FACSIMILE (561) 391-9944

ROBERT A. WARE

May 21, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002535427--8
-05/26/98-01080-013
***122.50 ***122.50

Re: MIAMI HIGH SCHOOL FOOTBALL BOOSTERS' CLUB, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of MIAMI HIGH SCHOOL FOOTBALL BOOSTERS' CLUB, INC., a Florida not for profit corporation, along with our check in the amount of \$122.50. If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned in the enclosed, self-addressed, stamped envelope which is provided for your convenience.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours truly,

ENGLISH, McCAUGHAN & O'BRYAN, P.A.

Robert A. Ware
Robert A. Ware
For the Firm *(Tah)*

RAW/tah
Enclosures

FILED
98 MAY 26 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/5-28-98

**ARTICLES OF INCORPORATION
OF
MIAMI HIGH SCHOOL FOOTBALL BOOSTERS' CLUB, INC.**

FILED
98 MAY 26 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation **NOT FOR PROFIT** (the "Corporation") for the purpose of conducting their business and promoting the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation:

ARTICLE I

NAME AND LOCATION

The name of the Corporation is MIAMI HIGH SCHOOL FOOTBALL BOOSTERS' CLUB, INC. and its principal office shall be located at 6042 S. W. 85 Avenue, Miami, Florida 33143, in Miami Dade County, Florida. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are as follows: to financially assist the interscholastic football program at Miami Senior High School by providing money and tangible items to supplement the support that the Miami Dade County School Board provides, and to provide financial help to the underprivileged football student athlete by paying for required medical insurance, fees for S.A.T. testing, contact lenses, and uniforms and equipment as necessary. The Corporation will also provide for pregame meals for coaches and players prior to each football game and an annual football banquet and will provide financial support for the football program as the Board of Directors deems necessary to equip, train, supply and uniform the team members so as to provide the safest environment possible on both the practice field and in the stadium.

The Corporation's Board of Directors may do whatever else is deemed necessary to accomplish any act or acts incidental to or pertinent to or connected with the aforesaid purposes consistent with the laws of the United States and the Laws of the State of Florida in order to instill in the student athletes a sense of pride and self worth and to encourage them to remain in school to complete their education and to stay in a drug-free environment.

ARTICLE III

POWERS, AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, or dispose of, all property or equipment necessary for the football program and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation owns or has either a beneficial, contingent or remainder interest in that property, and to hold the legal

title to and to transfer title to that property to Miami Senior High School football program or to loan said equipment to the program, if necessary.

(c) To receive property or money by gift, donation, devise or bequest, and otherwise to acquire and hold all property, real or personal.

(d) To enter into contracts with any persons, firm, association, corporation, municipality, county, state, or other body politic or with any agency of any of the foregoing.

(e) To conduct any and all fund-raising efforts deemed necessary, including mail campaigns, appeals campaigns through media, distribution of literature and other programs and through the sale of advertising space in any literature or other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation or for the protection and benefit of the Corporation.

Section 2. Limitations of Powers. Notwithstanding any of the powers of the Corporation through these Articles of Incorporation, its Bylaws or the laws of the State of Florida, the following limitations of powers shall apply:

(a) The Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any private individual; provided, however, that the Corporation may make reimbursement for expenditures and pay reasonable compensation for services rendered, and such payments shall not be deemed to be a distribution of net earnings under this subparagraph.

ARTICLE IV

MEMBERSHIP

The initial members of the Corporation shall be the subscribers to these Articles of Incorporation and be members of the first Board of Directors. Thereafter, any person who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the Bylaws.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INCORPORATORS

The names and residences of the incorporators of the Corporation are:

<u>Name</u>	<u>Residence</u>
G.H. "Willie" Wilson	12559 S.W. 144 Terr. Miami, FL 33186
Larry "Smokey" Mero	13911 S. W. 97 Ave. Miami, FL 33176
Charlie H. Matthews	6042 S. W. 85 Ave. Miami, FL 33143
Allen George	3003 Day Ave. Miami, FL 33133
John Westra	18619 S. W. 88 Pl. Miami, FL 33176
Bob Cooper	7340 S. W. 82 Ct. Miami, FL 33143

ARTICLE VII

BOARD OF DIRECTORS

OBJECTIVE. It is the intention of the MIAMI HIGH SCHOOL FOOTBALL BOOSTERS' CLUB, INC. that the Board of Directors include those former football players at Miami Senior High School from any section of the State of Florida having an interest in and a desire to participate in the promotion of the interscholastic football program at Miami Senior High School.

Section 1. The initial Board of Directors shall consist of six directors. The number of directors may be changed from time to time in accordance with the Bylaws, but shall never be fewer than three.

Section 2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the Bylaws shall provide.

Section 3. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation (or until their earlier resignation, removal or death) are:

<u>Name</u>	<u>Residence</u>
G.H. "Willie" Wilson	12559 S.W. 144 Terr. Miami, FL 33186
Larry "Smokey" Mero	13911 S. W. 97 Ave. Miami, FL 33176
Charlie H. Matthews	6042 S. W. 85 Ave. Miami, FL 33143

Allen George	3003 Day Ave. Miami, FL 33133
John Westra	18619 S. W. 88 Pl. Miami, FL 33176
Bob Cooper	7340 S. W. 82 Ct. Miami, FL 33143

Section 4. The Board of Directors shall hold meetings at such time and place as the Bylaws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at a meeting, unless otherwise provided by law or in these Articles of Incorporation or the Bylaws.

ARTICLE VIII

OFFICERS

Section 1. The affairs of the Corporation are to be managed by a President, Vice-President, Secretary/Treasurer and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

The initial officers of the Corporation shall be:

PRESIDENT	G. H. "Willie" Wilson
VICE PRESIDENT	Larry "Smokey" Mero
SECRETARY/TREASURER	Charlie H. Matthews

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the Bylaws.

ARTICLE IX

BYLAWS

The Bylaws may be adopted, amended, altered or repealed by a majority vote of the members of the Board of Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose. Any such adoption, amendment, alteration or repeal must be ratified by at least twenty-five (25) percent of the regular members.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the Board of Directors or members of the

Corporation present at any regular meeting of the Board of Directors or membership of the Corporation or at any special meeting called for that purpose.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6042 S. W. 85 Ave., Miami, FL 33143, and the name of the initial registered agent of the Corporation at that address is:

CHARLIE H. MATTHEWS

ARTICLE XII

DUES

The annual dues payable by members of the Corporation shall be as provided in the Bylaws. The annual dues payable by members may be revised by the Board of Directors from time to time.

ARTICLE XIII

MEETINGS OF MEMBERS

Section 1. The annual meeting of members for the election of the Board of Directors shall be held at such time and in such manner as the Bylaws shall provide.

Section 2. The Corporation may provide in its Bylaws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

Section 3. One-third of members of the Corporation shall constitute a quorum for the holding of any meetings of members.

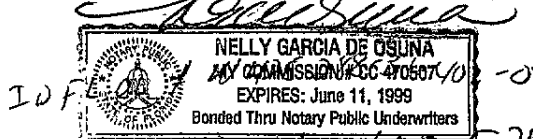
ARTICLE XIV

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by a two-thirds vote of the members present at a meeting held for such purpose. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for a purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, we, the undersigned, subscribing incorporators, have hereunto set our hands and seals this 10th day of April, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

ID FID # 4320-148-32-049



Charlie Matthews (SEAL)
Charlie Matthews

Willie Wilson (SEAL)
Willie Wilson

ID FID # M600-520-30
425-0

Larry Mero (SEAL)
Larry Mero

ID FID # W 436 463-34
046-0

John Westra (SEAL)
John Westra

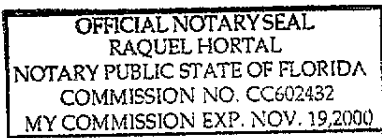
Alan George (SEAL)
Alan George

ID DLC 160-016-23-250-0

Bob Cooper (SEAL)
Bob Cooper

ID FID # C160-016-23 250-0

Raquel Hortal
NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for MIAMI HIGH SCHOOL FOOTBALL BOOSTERS' CLUB, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: April 10 1998

By: Charlie H. Matthews
CHARLIE H. MATTHEWS
Initial Registered Agent

ID F1 DL#M320-148-32-049-0

Sworn to and subscribed before me this 10th April 1998.

Raquel Hortal
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
RAQUEL HORTAL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC602432
MY COMMISSION EXP. NOV. 19, 2000

FILED
98 MAY 26 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA