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LAW OFFICE  
**BOARDMAN & SPILLER, P.A.**  
1400 FIFTEENTH STREET NORTH, SUITE 201  
IMMOKALEE, FLORIDA 34142  
(941) 657-4418 PHONE  
(941) 657-4278 FAX

THOMAS K. BOARDMAN  
JOHN E. SPILLER

MAIL TO: POST OFFICE DRAWER 5250  
IMMOKALEE, FL 34143

September 8, 1998

Division of Corporations  
DEPARTMENT OF STATE  
Post Office Box 6327  
Tallahassee, Florida 32314

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**RE: Gulf Coast High School Academic Boosters Club, Inc.  
Non-Profit Corporation**

Dear Corporation Dept.:

Enclosed please find two (2) copies of the Articles of Incorporation, the Designation of Resident Agent, and my check in the amount of \$122.50 for filing fees.

Upon receipt please file enclosed documents and return a certified copy to my office upon completion. Should there be any questions, please advise.

Sincerely,

*John E. Spiller*  
*signed electronically to expedite*

John E. Spiller

mrh  
Enclosures

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98 SEP 10 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Mr. Di*  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *art 1 + certif.*  
DATE *9/15/98*  
DOC. EXAM *TT*

TA- 9/15/98

ARTICLES OF INCORPORATION

OF

GULF COAST HIGH SCHOOL ACADEMIC BOOSTERS CLUB, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I - NAME

The name of the corporation is GULF COAST HIGH SCHOOL ACADEMIC BOOSTERS CLUB, INC. and its principal 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 purposes for which the corporation is organized shall be to further and support all academic programs at Gulf Coast High School, Collier County, Florida; to raise funds for donations for charitable, educational and academic 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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>
Pam Boettger	481 12th Ave. N.W. Naples, Fl 34120
Ferne Spiller	2610 6th Ave. N.E. Naples, Fl 34120
Rita Cavuoto	4326 Inca Dove Ct. Naples, Fl 34119
Cindy Larrison	6061 14th Ave. N.W. Naples, Fl 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 34119. The initial registered agent of the corporation at that address shall be Dr. Melanie Yules, Academic Director.

#### ARTICLE VI - QUALIFICATIONS OF MEMBERS

The membership of this corporation shall consist of all parents, teachers, administrators, support staff 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 academic program of Gulf Coast High School, and who have paid their annual membership registration fee.

#### ARTICLE VII - INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Dr. Melanie Yules Administrator	7878 Immokalee Road Naples, Fl 34119
Ferne Spiller	2610 6th Ave. N.E. Naples, Fl 34120
Rita Cavuoto	4326 Inca Dove Ct. Naples, Fl 34119
Cindy Larrison	6061 14th Ave. N.W. Naples, Fl 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 or voting by proxy 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 a two-thirds vote of those present or voting by proxy.

## 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.

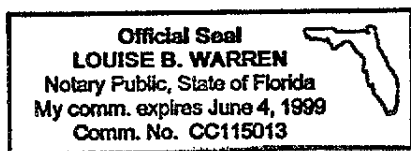
IN WITNESS WHEREOF, we have subscribed our names this 13<sup>th</sup> day of July 1998

Dr. Melanie R. Yules  
Dr. Melanie R. Yules  
Ferne Spiller  
Ferne Spiller  
Rita Cavuoto  
Rita Cavuoto  
Cindy Larrison  
Cindy Larrison

STATE OF FLORIDA  
COUNTY OF COLLIER

On this 13<sup>th</sup> day of July, 1998, before, a Notary Public in the aforesaid State and County, personally appeared Dr. Melanie R. Yules, Ferne Spiller, Rita Cavuoto, Cindy Larrison who are well known to me to be the persons named in and who executed the foregoing instrument and who severally acknowledged that they executed the same freely.

Witness my hand and official seal in the County and State last aforesaid this 13<sup>th</sup> day of July, 1998.



Louise B. Warren  
Notary Public,  
My Commission Expires;

ACCEPTANCE OF REGISTERED AGENT

I, Dr. Melanie R. Yules, agree to act as resident agent for the above corporation and to comply with the legal requirements in connection therewith

Date: July 13<sup>th</sup>, 1998

Dr. Melanie R. Yules  
Dr. Melanie R. Yules

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the not-for-profit corporation is: GULF COAST HIGH SCHOOL ACADEMIC BOOSTERS CLUB, INC.
  
2. The name and address of the registered agent and office is:

DR. MELANIE R. YULES  
7878 Immokalee Road  
Naples, Florida 34119

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

Melanie Yules  
(Signature)

Aug. 31, 1998  
(Date)

**FILED**  
98 SEP 10 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA