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Stephanie Mack
3380 Frow Avenue
Miami, FL 33133

City/State/Zip

Phone #

800002768048-9

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EFFECTIVE DATE

2-2-99

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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TALLAHASSEE, FLORIDA

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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Examiner's Initials

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2-2-99

**ARTICLES OF INCORPORATION
OF
WEST GROVE PARENTS-BOOSTERS CLUB INC.**

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The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida, do hereby make and adopt the following Articles of Incorporation:

Article I

NAME

The name of the corporation is: **WEST GROVE PARENTS-BOOSTER CLUB INC.**

Article II

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefits of it's Members, Directors or Officers, except to the extent permissible under law.

Article III

DURATION

The period of the duration of this corporation shall be perpetual.

Article IV

PURPOSES

The Corporation is organized exclusively for one or more the purposes as specified in section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any United States Internal Revenue Law). In operating as a Section 501 (c)(3) organization exclusively, the Corporation will carry on the following objectives and purposes :

A: To engage in civic, social and educational endeavors in Miami-Dade County, Florida, and to promote and assist the growth and development of civic, social and educational concerns, in the Miami-Dade County, Florida area, for the betterment of the community and alumni of the Coconut Grove area..

B: To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to it's amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend,

disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property, for any of the purposes set forth herein.

C: To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D: To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to said Act.

E: To draw or raise monies for any of the purposes of the corporation and, from time to time limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyances or assignment in trust of the whole of any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

Article V

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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.

Article VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 3380 Frow Avenue, Miami, Florida 33133, and the name of its initial Registered Agent at that address is Stephanie Mack. The corporation's mailing address shall be 3380 Frow Avenue, Miami, Florida 33133

Article VII

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is 3 (three). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than 3 (three). The Voting Members shall elect the Directors annually. The name address of each initial Director of the Corporation is as follows:

Name	Address
Grace Goodman-Williams	146 Oak Avenue, Coral Gables, FL. 33133
Reginald Fox	3464 Oak Avenue, Miami, FL. 33133
Gloria Collier	3430 Oak Avenue, Miami, FL. 33133

Article VIII

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address
Grace Goodman-Williams-President	146 Oak Avenue, Coral Gables, FL. 33133
Reginald Fox-Treasurer	3464 Oak Avenue, Miami, FL. 33133
Gloria Collier-Secretary	3430 Oak Avenue, Miami, FL. 33133

Article IX

INCORPORATOR(S)

The name and address of each Incorporator is as follows:

Name	Address
Stephanie Mack	3380 Frow Avenue, Miami, FL. 33133

Article X

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article XII

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

Article XIII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617 of the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

Article XIV

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

Article XV

TAX EXEMPT

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and an organization described in Section 501(c)(6) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

IN WITNESS WHEREOF, the undersigned have signed the Articles of Incorporation on this 2 day of February, 1999.

Stephanie Mack
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **WEST GROVE PARENTS-BOOSTERS CLUB, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 2 day of February, 1999.

Stephanie Mack
Registered Agent

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