

TRANSMITTAL LETTER

N99000002011

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

APPROVED  
AND  
FILED  
MAR 31 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Lawton M. Chiles High School Sports Boosters, Inc.  
(Proposed corporate name - must include suffix)

700002825517--5  
-03/31/99--01068--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Paul Lambert  
Name (Printed or typed)

7200 Thomasville Rd.  
Address

Tallahassee, FL 32312  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

APPROVED  
MAR 31 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

with wait

50  
3/31

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
LAWTON M. CHILES HIGH SCHOOL SPORTS BOOSTERS, INC.  
A Florida Corporation Not for Profit**

APPROVED  
AND  
FILED  
99 MAR 31 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of the non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such Corporation:

**ARTICLE ONE  
NAME**

The name of the Corporation is LAWTON M. CHILES HIGH SCHOOL SPORTS BOOSTERS, INC. ("Corporation").

**ARTICLE TWO  
MAILING ADDRESS**

The mailing address of the Corporation shall be 7200 Thomasville Road, Tallahassee, Florida 32312.

**ARTICLE THREE  
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE FOUR  
PURPOSES AND PROHIBITIONS**

The purposes for which the Corporation is formed are:

1. To exclusively support the education program at Lawton M. Chiles High School by supporting and promoting successful sports programs, as defined by the athletic director at Lawton M. Chiles High School, which will directly aid in the advancement and challenge of education; and directly aid in lessening the burdens on Lawton M. Chiles High School by performing functions which would otherwise be performed by the school.

2. To sponsor fund-raising projects and activities in order to financially carry out its purposes.

3. To operate as a corporation not for profit under Chapter 617, Florida Statutes, as amended from time to time.

4. 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 this article. No 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE FIVE**

### **POWERS**

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by these Articles of Incorporation or By-Laws, may be exercised by the Board of Directors:

1. Each of the powers conferred upon corporations not for profit by common law and the statutes of the State of Florida in effect from time to time;

2. Each of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles and the By-Laws, including without limitation, the power:

(a) To manage, control, operate, maintain, repair and improve property acquired by the Corporation, or any property owned by another, for which the Corporation by rule, regulation, declaration or contract has a right or duty to provide such services;

(b) To engage in activities which will actively foster, promote and advance sports programs, as defined by the athletic director, at Lawton M. Chiles High School located at Tallahassee, Leon County, Florida.

(c) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(d) To borrow money for any purpose, subject to limitations contained in the By-Laws;

(e) To enter into, make, perform or enforce contracts of every kind and description; and to do all other acts necessary, appropriate or advisable in carrying out any

purpose of the Corporation with or in association with any corporation or other entity or agency, public or private.

(f) To adopt, alter and amend, or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, that such By-Laws may not be inconsistent with or contrary to any provision of these Articles of Incorporation.

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the sub-paragraphs of this ARTICLE FIVE are independent powers, not to be restricted by reference to or inference from the terms of any other sub-paragraph or provision of this ARTICLE FIVE.

## **ARTICLE SIX**

### **MEMBERSHIP**

The Corporation shall be a membership corporation without certificates or shares of stock. Each person who pays the dues required for membership, the amount or type of such dues to be set by the Board of Directors on an annual basis, shall be a member of the Corporation.

## **ARTICLE SEVEN**

### **BOARD OF DIRECTORS**

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of ~~three~~ (3) directors until the first election of directors, and shall thereafter consist of thirteen (13) directors. The By-Laws shall establish the manner in which the directors are elected. However, the principal and the athletic director for Lawton M. Chiles High School shall at all times be two (2) of the directors of the Corporation.

## **ARTICLE EIGHT**

### **INDEMNIFICATION AND RELATED MATTERS**

1. Power to Indemnify – Third-Party Actions. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suite or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

2. Power to Indemnify – Action Brought in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement or such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. Right to Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 and 2 of this ARTICLE, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Determination of Entitlement to Indemnification. Any indemnification under Paragraphs 1 and 2 of this ARTICLE, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this ARTICLE. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so direct by independent legal counsel in a written opinion, or, (3) by the members of the Corporation.

5. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Paragraph 4 of this ARTICLE upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this ARTICLE.

6. Savings Clause. The indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of the members of the Corporation or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him/her incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this ARTICLE.

## **ARTICLE NINE DISSOLUTION**

The Corporation may be dissolved only as provided in the By-Laws or by the laws of the State of Florida. Upon the dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the 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 assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county 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 TEN AMENDMENTS**

1. These ARTICLES may be amended as provided by section 617.1002, Florida Statutes (1997), or corresponding section of any future statutes; provided no amendment shall be in conflict with section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or applicable Florida law governing the rights of tax-exempt and nonprofit organizations.

2. The initial By-Laws shall be adopted by the initial Board of Directors as set forth

herein. The By-Laws of the Corporation may thereafter be amended, altered or rescinded by the members of the Corporation at any regular or special meeting duly called for the purpose, by the affirmative vote of a simple majority vote of all members of the association in attendance, entitled to vote. At least a thirty (30)-day notice must be given to all members of the Corporation prior to the vote on a proposed amendment to the By-Laws. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by the Internal Revenue Code of 1986, as amended from time to time, or applicable Florida law governing the rights of tax-exempt and nonprofit organizations may not be amended, repealed or altered except as provided by the code or applicable law.

**ARTICLE ELEVEN**  
**REGISTERED AGENT AND OFFICE**

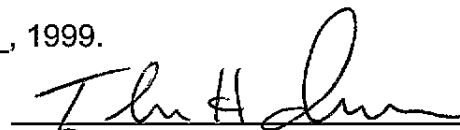
The initial registered office of the Corporation is 7200 Thomasville Road, Tallahassee, Florida 32312; and the initial registered agent is Thomas H. Inserra.

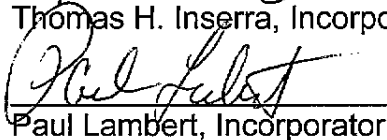
**ARTICLE TWELVE**  
**INCORPORATOR**

The name and address of the incorporators of the Corporation are as follows:

THOMAS H. INSERRA, Principal  
PAUL LAMBERT, Athletic Director

Executed this 30<sup>th</sup> day of March, 1999.

  
\_\_\_\_\_  
Thomas H. Inserra, Incorporator

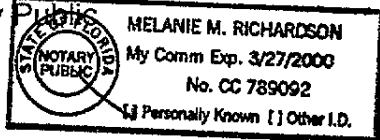
  
\_\_\_\_\_  
Paul Lambert, Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the state and county above named to take acknowledgments, personally appeared THOMAS H. INSERRA, personally known to me or who produced N/A

as identification and he acknowledged before me that he subscribed to these Articles of Incorporation.

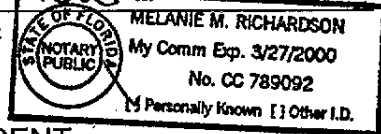
30th WITNESS my hand and official seal in the county and state above named, this day of March, 1999.

Melanie Richardson  
Notary Public  


STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the state and county above named to take acknowledgments, personally appeared PAUL LAMBERT, personally known to me or who produced N/A as identification and he acknowledged before me that he subscribed to these Articles of Incorporation.

31st WITNESS my hand and official seal in the county and state above named, this day of March, 1999.

Melanie Richardson  
Notary Public  


#### ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and ARTICLE XI of these Articles of Incorporation, the undersigned registered agent does hereby accept the duties as registered agent and designates his location for service of process as:

7200 Thomasville Road  
Tallahassee, Florida 32312

The undersigned shall serve as registered agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.

Thomas H. Inserra  
Thomas H. Inserra, Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR 31 PM 1:00

APPROVED  
AND  
FILED