

N990000004124

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Leesburg High School  
Athletic Booster Club  
Inc

300002926073--1

-07/08/99--01023--020

\*\*\*\*\*78.75 \*\*\*\*\*78.75

✓ Art of Inc. File  
LTD Partnership File  
Foreign Corp. File  
L.C. File  
Fictitious Name File  
Trade/Service Mark  
Merger File  
Art. of Amend. File  
RA Resignation  
Dissolution / Withdrawal  
Annual Report / Reinstatement  
Cert. Copy  
✓ Photo Copy  
✓ Certificate of Good Standing  
Certificate of Status  
Certificate of Fictitious Name  
Corp Record Search  
Officer Search  
Fictitious Search  
Fictitious Owner Search  
Vehicle Search  
Driving Record  
UCC 1 or 3 File  
UCC 11 Search  
UCC 11 Retrieval  
Courier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 JUL -8 PM 12:42

FILED

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL -8 AM 10:01

RECEIVED

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

W. Purinton JUL 08 1999

FILED

1999 JUL -8 PM 12:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LEESBURG HIGH SCHOOL ATHLETIC BOOSTER CLUB, INC.  
(A NON-PROFIT CORPORATION)

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is LEESBURG HIGH SCHOOL ATHLETIC BOOSTER CLUB, INC., (hereinafter "Corporation").

ARTICLE 2 - PURPOSE

The corporation is organized exclusively to provide support, guidance and resources for community youth athletic programs with the primary focus on meeting the needs of the Leesburg High School athletic program, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

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 Second hereof. No substantial part of the activities of the Corporation shall be 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 4 - OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President: CHARLES D. JOHNSON  
Vice President: BRUCE A. SAYLOR  
Secretary/Treasurer: PHYLLIS MATTHEWS

#### ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is Post Office Box 492722, Leesburg, Florida 34749-2722, and the mailing address is same.

#### ARTICLE 6 - INCORPORATOR

The name and street address of the incorporator of this Corporation is CHARLES D. JOHNSON, whose address shall be the same as the principal office of the Corporation.

#### ARTICLE 7 - DIRECTORS

The Directors of the Corporation shall be:

CHARLES D. JOHNSON  
BRUCE A. SAYLOR  
DANIEL M. ANDREWS

#### ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation.

#### ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

#### ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the member nor the members of the Board of Directors

or officers of the Corporation shall be liable for the debts of the Corporation.

#### ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 907 Webster Street, Leesburg, Florida 34748. The name of the registered agent of this Corporation is CHARLES D. JOHNSON, Esquire.

#### ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a

director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereof. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### ARTICLE 17 - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal acknowledged and filed the foregoing Articles of Incorporation under laws of the State of Florida, this 6th day of July, 1999.

  
\_\_\_\_\_  
CHARLES D. JOHNSON


CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 corporation is: **LEESBURG HIGH SCHOOL ATHLETIC BOOSTER CLUB, INC.**

2. The name and address of the registered agent and office is:

**CHARLES D. JOHNSON, ESQUIRE  
907 WEBSTER STREET  
LEESBURG, FLORIDA 34748**

SIGNATURE   
(Corporate Officer)

TITLE Member President

DATE July 6 99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 JUL -8 PM 12:42

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE 

DATE July 6 99