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TRANSMITTAL LETTER

October 4, 1999

Florida Department of State  
Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314-6327

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-10/11/99--01034--016  
\*\*\*\*131.25 \*\*\*\*87.50

SUBJECT: Articles of Incorporation for  
**ST. ELIZABETH TECHNICAL HIGH SCHOOL ALUMNI ASSOCIATION,  
CENTRAL FLORIDA CHAPTER, INC.**

Enclosed, please find an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for the St. Elizabeth Technical High School Alumni Association, Central Florida Chapter, Inc., a not-for-profit corporation. Further, please find the enclosed amount of one hundred and thirty one + 25/100 dollars (\$131.25) for the filing fee, certified copy and certificate.

The names and street addresses of the incorporators are as follows:

SHANNON K. BARUCH, ESQUIRE  
320 North Magnolia Ave., Suite B-8  
Orlando, Florida 32801

RALPH O. THOMPSON  
909 Ashwood Court  
Kissimmee, Florida 34743

MABEL KANE  
4916 Labrador Lane  
Orlando, Florida 32818

BRUCE McMORRIS  
96 Harness Lane  
Kissimmee, Florida 34743

PAULETTE PLAYERS  
4557 Oakton Drive  
Orlando, Florida 32818

FILED  
99 OCT 11 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

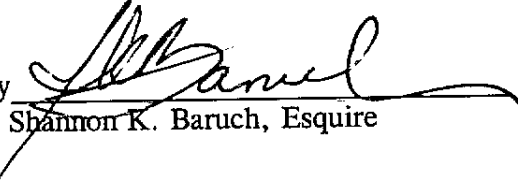
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WC

If you have any questions, or need additional information, please do not hesitate to contact the undersigned.

Very truly yours,

Shannon K. Baruch, P.A.  
320 North Magnolia Ave., Suite B-8  
Orlando, Florida 32801  
Tel: (407) 481-8202  
Fax: (407) 481-8203

By

  
Shannon K. Baruch, Esquire

**ARTICLES OF INCORPORATION  
OF  
ST. ELIZABETH TECHNICAL HIGH SCHOOL ALUMNI ASSOCIATION,  
CENTRAL FLORIDA CHAPTER, INC.**

FILED  
99 OCT 11 PM 1:2  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, in the capacity of incorporator(s) and being of legal age, do hereby form the following Corporation under the Florida Business Corporation Act and file the following Articles of Incorporation pursuant to Section 617.0401, Florida Statutes:

**ARTICLE I**

**NAME AND MAILING ADDRESS**

The name and mailing address of the Corporation shall be **ST. ELIZABETH TECHNICAL HIGH SCHOOL ALUMNI ASSOCIATION, CENTRAL FLORIDA CHAPTER, INC., 320 North Magnolia Avenue, Suite B-8, Orlando, Florida 32801**, as approved by the Board of Directors.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation and its objectives and power shall be (a) to provide technical, financial and educational support to the St. Elizabeth Technical High School in Jamaica; (b) to provide an avenue for the advancement of our Association members; and (c) to create a progressive environment in which all members can interact in a social, political and educational atmosphere for the perpetuation and continued development of St. Elizabeth Technical High School and its alumni associations, or to engage any and all other forms of business for which the Corporation may be incorporated under the Florida Business Corporation Act and/or permitted under the Laws of the United States and of the State of Florida.

### **ARTICLE III**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is **320 North Magnolia Avenue, Suite B-8, Orlando, Florida 32801**, as approved by the initial Board of Directors, and the name of the Registered Agent of this Corporation is **Shannon K. Baruch, Esquire, 320 North Magnolia Avenue, Suite B-8, Orlando, Florida 32801**.

### **ARTICLE IV**

#### **TERM OF EXISTENCE**

The term of the existence of the Corporation is perpetual.

### **ARTICLE V**

#### **ADDRESS**

The principal office of the Corporation shall be located at **320 North Magnolia Avenue, Suite B-8, Orlando, Orange County, Florida** (Postal Zip Code: FL 32801). The Corporation may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any new address or place in the State of Florida. Said Corporation shall have the power to conduct its business outside the State of Florida, or in any or all of the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries and may have one or more offices in any of said places.

### **ARTICLE VI**

#### **BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of at least five (5) persons

and the first Board of Directors of the Corporation, which shall serve until their successors shall have been qualified and elected or appointed, shall be comprised of the following persons:

SHANNON K. BARUCH	320 N. Magnolia Ave. Suite B-8 Orlando, Florida 32801
RALPH O. THOMPSON	909 Ashwood Court Kissimmee, Florida 34743
MABEL KANE	4916 Labrador Lane Orlando, Florida 32818
BRUCE McMORRIS	96 Harness Lane Kissimmee, Florida 34743
PAULETTE GREEN-PLAYER	4557 Oakton Drive Orlando, Florida 32818

The Directors need not be residents of the State of Florida. The Board of Directors shall serve for one (1) term of office, except that the first-elected Board of Directors shall serve for a term of office not exceeding three (3) consecutive terms. A majority vote of the Board of Directors is required to constitute a quorum for the transaction of business and only a majority act of the Directors shall constitute an act of the Board of Directors. The term of office for the elected Board of directors shall be one (1) year.

**The method of election of directors shall be stated in the Bylaws of the Corporation.**

## **ARTICLE VII**

### **OFFICERS**

The elected officers of the Corporation need not be a resident of the State, unless the Bylaws so require. An individual may not hold more than one elected office in the Corporation, consistent with the Bylaws of the Corporation, and the first-elected officers are as follows:

President	SHANNON K. BARUCH,
Vice President	RALPH O. THOMPSON

Secretary

MABEL KANE

Treasurer

BRUCE R. McMORRIS

Public Relations Officer

PAULETTE GREEN-PLAYER

The executive officers of the Corporation shall be elected from, and by a majority vote of, the active members of the Organization with full membership status. The elected offices of this Corporation shall not be held by any person for more than two (2) consecutive terms of office, except that the first-elected officers of the Corporation shall serve for a term of office not exceeding three (3) consecutive terms. The term of office for the elected officers of this Corporation shall not exceed one (1) year.

#### ARTICLE VIII

#### OVERSIGHT BOARD

The Oversight Board shall consist of 5 permanent active members of the Organization with full membership status. The initial members of the Oversight Board shall be comprised of the initial Board of Directors who shall serve for life, except upon termination of office *for cause* by a majority vote of the members of the Oversight Board. Successors to the office of the Oversight Board shall have been qualified and elected by two thirds (2/3) of the active members of the Organization with full membership status. A majority vote of the Oversight Board is required to constitute a quorum for the transaction of business and only a majority vote of the Oversight Board on any issues shall constitute a resolution of the Oversight Board.

The resolutions of the Oversight Board shall, *inter alias*, serve as (a) the tie-breaker for any deadlock in the Organization; and (b) advisory to the Board of Directors.

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## **ARTICLE IX**

### **BYLAWS**

The initial Board of Directors shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two thirds vote of the initial Board of Directors before becoming the law of the Corporation. Subsequent amendments to the adopted Bylaws of the Corporation, if any, shall be approved by two thirds vote of the total number of Board of Directors elected or appointed at the first organizational meeting, pursuant to the Bylaws of the Corporation.

## **ARTICLE X**

### **AMENDMENTS**

The Corporation hereby reserves the right to amend, or repeal any provisions, contained in these Articles of Incorporation, or any amendments thereto, except for the office of the Oversight Board.


## **ARTICLE XI**

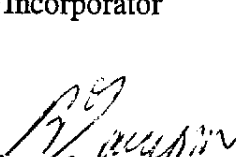
### **INCORPORATORS**

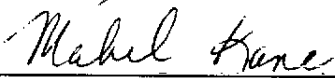
The names and street addresses of the incorporators of these Articles of Incorporation is:

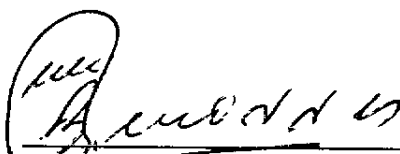
SHANNON K. BARUCH, ESQUIRE	320 N. Magnolia Ave. Suite B-8 Orlando, Florida 32801
RALPH O. THOMPSON	909 Ashwood Court Kissimmee, Florida 34743
MABEL KANE	4916 Labrador Lane Orlando, Florida 32818
BRUCE McMORRIS	96 Harness Lane Kissimmee, Florida 34743
PAULETTE GREEN-PLAYER	4557 Oakton Drive Orlando, Florida 32818

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this \_\_\_\_\_ of October, 1999.

 (SEAL)  
SHANNON K. BARUCH  
Incorporator

 (SEAL)  
RALPH O. THOMPSON  
Incorporator

 (SEAL)  
MABEL KANE  
Incorporator

 (SEAL)  
BRUCE R. McMORRIS  
Incorporator

 (SEAL)  
PAULETTE GREEN-PLAYER  
Incorporator

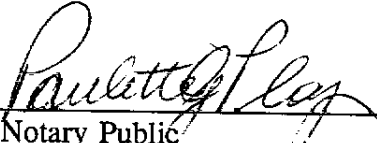


STATE OF FLORIDA }  
COUNTY OF ORANGE }

BEFORE ME, the undersigned authority, this day personally appeared SHANNON K. BARUCH well known to be the person, or who produced proper identification, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the same for the purposes therein expressed.

 (SEAL)  
SHANNON K. BARUCH  
Incorporator

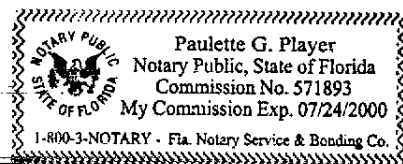
SWORN AND SUBSCRIBED TO before me this 9th day of OCTOBER, 1999.

  
Notary Public  
State of Florida at Large

PAULETTE G. PLAYER  
Print or Type Name of Notary Public

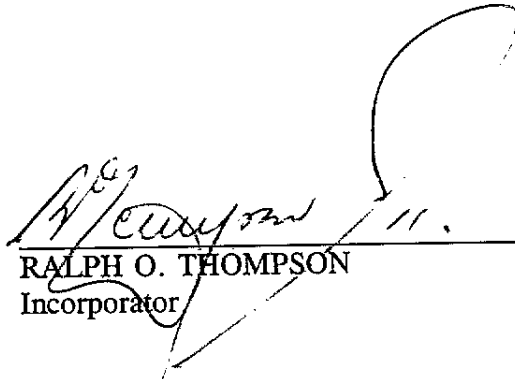
Personally known ☒ or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_



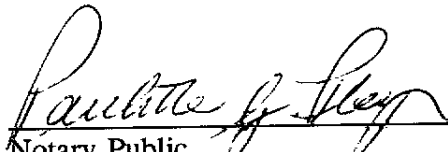
STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, this day personally appeared RALPH O. THOMPSON well known to be the person, or who produced proper identification, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the same for the purposes therein expressed.

  
RALPH O. THOMPSON  
Incorporator (SEAL)

SWORN AND SUBSCRIBED TO before me this 2ND day of OCTOBER,

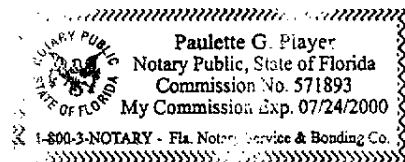
1999.

  
Notary Public  
State of Florida at Large

PAULETTE G. PLAYER  
Print or Type Name of Notary Public


Personally known ☒ or Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

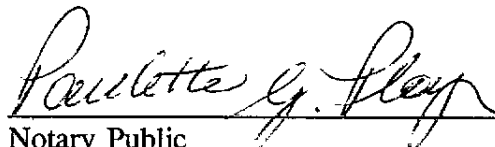


STATE OF FLORIDA }  
COUNTY OF OSCEOLA }

BEFORE ME, the undersigned authority, this day personally appeared BRUCE R. McMORRIS well known to be the person, or who produced proper identification, who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the same for the purposes therein expressed.

  
\_\_\_\_\_(SEAL)  
BRUCE R. McMORRIS  
Incorporator

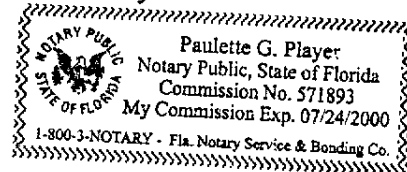
SWORN AND SUBSCRIBED TO before me this 2ND day of OCTOBER,  
1999.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

PAULETTE G. PLAYER  
\_\_\_\_\_  
Print or Type Name of Notary Public

Personally known ☒ or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_



STATE OF FLORIDA  
COUNTY OF ORANGE

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}  
}

BEFORE ME, the undersigned authority, this day personally appeared MABEL KANE well known to be the person, or who produced proper identification, who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed the same for the purposes therein expressed.

Mabel Kane (SEAL)  
MABEL KANE  
Incorporator

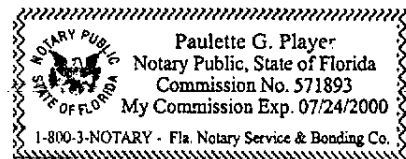
SWORN AND SUBSCRIBED TO before me this 2ND day of OCTOBER,  
1999.

Paulette G. Player  
Notary Public  
State of Florida at Large

PAULETTE G. PLAYER  
Print or Type Name of Notary Public

Personally known / or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_



STATE OF FLORIDA  
COUNTY OF ORANGE

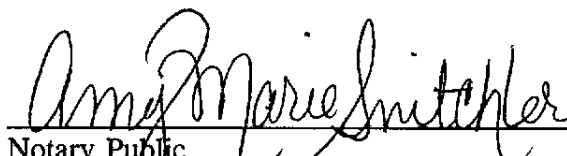
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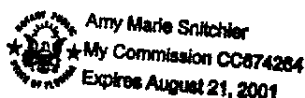
BEFORE ME, the undersigned authority, this day personally appeared PAULETTE GREEN-PLAYER well known to be the person, or who produced proper identification, who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed the same for the purposes therein expressed.

 (SEAL)  
PAULETTE GREEN-PLAYER  
Incorporator

SWORN AND SUBSCRIBED TO before me this 4<sup>th</sup> day of October,

1999.

  
Notary Public  
State of Florida at Large



Amy Marie Snitchler  
Print or Type Name of Notary Public

Personally known ☒ or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES, SECTION 617.0401,  
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:

**ST. ELIZABETH TECHNICAL HIGH SCHOOL ALUMNI ASSOCIATION,  
CENTRAL FLORIDA CHAPTER, INC.**

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

SHANNON K. BARUCH, ESQUIRE  
320 North Magnolia Ave., Suite B-8  
Orlando, Florida 32801  
Tel: (407) 481-8202  
Fax: (407) 481-8203

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.

  
Shannon K. Baruch, Esquire

Date

10/2/99

FILED  
99 OCT 11 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA