

Herbert M. Webb, P.A.
Attorney at Law

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November 14, 1996

State of Florida
Department of
Division of Corporation
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

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-11/19/96--01011--006
****131.25 ****131.25

Re: Hawthorne Middle-High School Parent Band
Boosters, Inc./Articles of Incorporation

Dear Madam or Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original in your offices and certify and return to us one copy. We would appreciate your expediting this process.

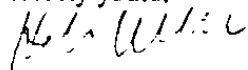
Enclosed is a check in the amount of \$131.25 to be applied towards the following:

\$	35.00	Filing Fee
	35.00	Certificate designating registered agent
	8.75	Certificate of Status
	<u>52.50</u>	Certified Copy
\$	131.25	Total

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NOV 18 1996
TALLAHASSEE, FLORIDA

If you should have any questions, please contact our office.

Sincerely yours,


Herbert M. Webb

Enclosures

cc: Hawthorne Middle-High School Parent Band Boosters, Inc.

HMW/pam

(pmHAWTHORNE NOV14 1996)

11/21

ARTICLES OF INCORPORATION
OF
HAWTHORNE MIDDLE-HIGH SCHOOL PARENT BAND BOOSTERS, INC.
(A Corporation Not for Profit)

ARTICLE I

NAME:

The name of this Corporation shall be HAWTHORNE MIDDLE-HIGH SCHOOL PARENT BAND BOOSTERS, INC.

ARTICLE II

ADDRESS:

The initial post office address of the principal office of the Corporation in the State of Florida shall be PO Box 782, Hawthorne, Florida 32640. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

PURPOSE:

The specific and primary purposes for which this corporation is formed are:

- (a) To advance the best interests of the Hawthorne Middle-High School Band as determined by the Hawthorne Middle-High School Band Director, the Corporate officers and members, and the Alachua County School Board rules and regulations governing school bands.
- (b) To assist in providing a band program that will foster and maintain interest of band members, parents/legal guardians and other interested individuals or groups in the Hawthorne Middle-High Band program.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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(c) To assess and employ the total resources of the community towards the accomplishment of the Hawthorne Middle-High School Band program objectives.

(d) To receive voluntary contributions, gifts, grants of money and property of every kind, or other forms of gifts and to administer the same for the goals of the corporation.

(e) To make distributions to organizations which qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code.

(f) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. No substantial 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 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 (i) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code.

(g) Upon dissolution of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the

Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE IV

GENERAL POWERS:

The general powers that the Corporation shall have are as follows:

- (a) To hold funds solely and exclusively for the purposes as set forth in these Articles of Incorporation.
- (b) To delegate power or powers where such is deemed in the interest of the Corporation.
- (c) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the articles of Incorporation and not forbidden by the laws of the State of Florida.
- (d) To pay taxes and other charges, if any, on or against property owned or accepted by the Corporation.
- (e) To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.
- (f) In general, to have all powers conferred upon a corporation by the laws of Florida, except as prohibited herein.

ARTICLE V

MEMBERSHIP:

Classes of membership of this Corporation shall be set out in the Bylaws.

ARTICLE VI

EXISTENCE:

The Corporation shall have perpetual existence.

ARTICLE VII

BOARD OF DIRECTORS:

Section 1. The affairs and property of this Corporation shall be managed and governed by a Board of Directors.

Section 2. The number of Directors of this Corporation shall be not less than three (3) and not more than twenty-one (21).

Section 3. The following persons shall constitute the first Board of Directors until the first election of the Board of Directors at the first annual meeting of the members:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Becky Lovell	Rt. 3 Box 268A Hawthorne, FL 32640
Eva Stalvey	Rt. 3 Box 57N Hawthorne, FL 32640
Ruth Morris	6801 NW 33rd Street Gainesville, FL 32641
Suzanne West	PO Box 759 Hawthorne, FL 32640
Donald Langland	1706 NW 27th Terrace Gainesville, FL 32605

ARTICLE VIII

OFFICERS:

Section 1. All officers shall be elected by the membership in accordance with the By-Laws at the regular annual meeting of the Membership. The members shall elect from among the members a President, Vice-President, Secretary and Treasurer.

Section 2. The names of the officers who shall serve until the first election at the first annual meeting are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Becky Lovell	President	Rt. 3 Box 268A Hawthorne, FL 32640
Eva Stalvey	Vice-President	Rt. 3 Box 57N Hawthorne, FL 32640
Ruth Morris	Secretary	6801 NW 33rd Street Gainesville, FL 32641
Suzanne West	Treasurer	PO Box 759 Hawthorne, FL 32640

ARTICLE IX

INCORPORATORS:

The name and post office address of each incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Becky Lovell	Rt. 3 Box 268A Hawthorne, FL 32640
Eva Stalvey	Rt. 3 Box 57N Hawthorne, FL 32640
Ruth Morris	6801 NW 33rd Street Gainesville, FL 32641
Suzanne West	PO Box 759 Hawthorne, FL 32640

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this Corporation is Rt. 3 Box 268A, Hawthorne, FL 32640, and the name of the initial registered agent of the Corporation at the address is BECKY LOVELL.

ARTICLE XI

BY-LAWS:

The Board of Directors shall adopt By-Laws consistent with these Articles. The Board of Directors, by a two-thirds (2/3) majority vote, shall also have the power to make, alter or rescind any By-Laws on behalf of the Corporation.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION:

Proposed amendments to these Articles of Incorporation shall be presented to and approved by the Board of Directors. Proposed amendments approved by the Board of Directors shall be considered, voted on and passed by a majority vote of the members present at any regular, advertised meeting of the corporation.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS:

Section 1. The Corporation indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and

reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, with reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation or procure a judgment in its favor by reason of his being or having been a director, officer employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the court, administrative agency, or investigative body before which such action, suit or proceeding is held 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 indemnification for such expenses which such tribunal shall deem properly.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably

believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XIV

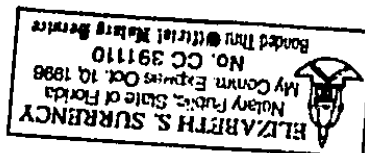
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED:

Section 1. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors, or officers are directors or officers, or have financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 12 day of November, 1996

Signed, sealed and delivered



Elizabeth S. Surreney

In our presence as witnesses:

Emdad Lee

W. C. Healey, Jr.

Becky Lovell
BECKY LOVELL

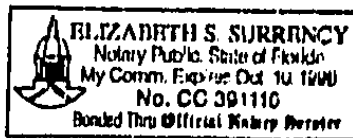
Eva Stalvey
EVA STALVEY

Ruth Morris
RUTH MORRIS

Suzanne West
SUZANNE WEST

STATE OF FLORIDA
COUNTY OF ALACHUA

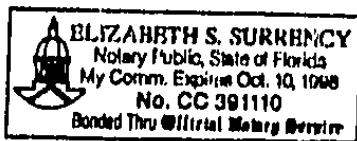
12 The foregoing Articles of Incorporation was acknowledged before me this
day of November, 1996, by BECKY LOVELL.



Elizabeth S. Surrency
Notary Public, State of Florida
at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

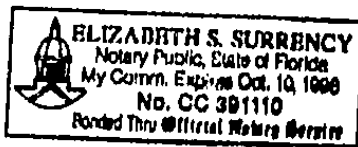
12 The foregoing Articles of Incorporation was acknowledged before me this
day of November, 1996, by EVA STALVEY.



Elizabeth S. Surrency
Notary Public, State of Florida
at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

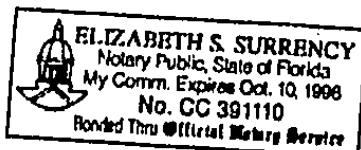
12 The foregoing Articles of Incorporation was acknowledged before me this
day of November, 1996, by RUTH MORRIS.



Elizabeth S. Surrency
Notary Public, State of Florida
at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

12 The foregoing Articles of Incorporation was acknowledged before me this
day of November, 1996, by SUZANNE WEST.



Elizabeth S. Surrency
Notary Public, State of Florida
at Large
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF
THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.S.:

HAWTHORNE MIDDLE-HIGH SCHOOL PARENT BAND BOOSTERS, INC.,
a Corporation not for profit, organized under the laws of the State of Florida with
its principal office at:

Rt. 3 Box 268A, Hawthorne, Florida 32640, has named BECKY LOVELL, located
at 17424 SE Co Rd 2082, Hawthorne, Florida 32640 as it's agent to accept service of
process within the State.

NEWLY ELECTED OFFICERS:

<u>NAME & TITLE</u>	<u>ADDRESS</u>
Becky Lovell President	17424 SE Co Rd 2082 Hawthorne, FL 32640
Eva Stalvey Vice-President	17606 SE 24th Street Hawthorne, FL 32640
Ruth Morris Secretary	6801 NW 33rd Street Gainesville, FL 32641
Suzanne West Treasurer	4925 SE 193rd Terrace Hawthorne, FL 32640

NEWLY APPOINTED DIRECTORS:

<u>NAME</u>	<u>ADDRESS</u>
Becky Lovell	17424 SE Co Rd 2082 Hawthorne, FL 32640
Eva Stalvey	17606 SE 24th Street Hawthorne, FL 32640
Ruth Morris	6801 NW 33rd Street Gainesville, FL 32641
Suzanne West	4925 SE 193rd Terrace Hawthorne, FL 32640

Donald Langland

1706 NW 27th Terrace
Gainesville, FL 32605

Becky Lovell
Becky Lovell, (Corporate Officer)

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

The undersigned is familiar with and accepts the duties and responsibilities as registered agent.

Becky Lovell
Becky Lovell, Registered Agent

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TALLAHASSEE FLORIDA