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BUSINESS LAW

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October 12, 1995

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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Filing Articles of Incorporation of Seminole High School Athletic Boosters Club, Inc.

Dear Sir or Madam:

I am enclosing herewith the original Articles of Incorporation and Registered Agent Certificate of Seminole High School Athletic Boosters Club, Inc., together with my Firm check number 3297 in the amount of \$122.50 in payment of the required filing fees. Following acceptance and filing, please forward the filed Articles and Certificate to me as soon as possible.

Should you have any questions concerning the foregoing, please contact me immediately.

Very truly yours,

John Kingman Keating

JKK/sc  
Enclosures

W96-6016

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY - 1 PM 2:56

FILED

MAY - 6 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 20, 1996

JOHN KINGMAN KEATING, P.A.  
749 NORTH GARLAND AVE., SUITE 101  
ORLANDO, FL 32801

SUBJECT: SEMINOLE HIGH SCHOOL ATHLETIC BOOSTERS CLUB, INC.  
Ref. Number: W96000006016

We have received your document for SEMINOLE HIGH SCHOOL ATHLETIC BOOSTERS CLUB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 096A00012779

ARTICLES OF INCORPORATION  
OF  
SEMINOLE HIGH SCHOOL  
ATHLETIC BOOSTERS CLUB, INC.

FILED  
96 MAY -1 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE ONE - NAME

The name of this corporation shall be Seminole High School Athletic Boosters Club, Inc. (the "Corporation").

ARTICLE TWO - COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date these Articles of Incorporation are accepted and filed with the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Corporation shall be located at 2701 Ridgewood Avenue, Sanford, Florida 32773.

ARTICLE FOUR - PURPOSES AND GENERAL POWERS

4.1. The general purpose of this Corporation as an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (the "Code"), not for pecuniary profit, having powers to perform the following activities exclusively for that purpose:

(a) shall be to encourage financial and other support for the athletes and the athletic activities of the students of Seminole High School; and

(b) to have and exercise all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act and the Florida Business Corporation Act as currently in effect and as they may be amended, including without limitation all powers necessary or convenient to effect the purpose for which the corporation is organized, except as restricted by Article Five herein.

#### ARTICLE FIVE - RESTRICTIONS AND LIMITATIONS

5.1 Distribution of Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 corporate purpose set forth in Article IV hereof.

5.2 Prohibited Activities. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

#### ARTICLE SIX - MEMBERS

The qualifications for members and the manner of their admission and expulsion shall be as regulated by the Bylaws.

#### ARTICLE SEVEN - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 2701 Ridgewood Avenue, Sanford, Florida 32773 and the initial registered agent of the Corporation at that address shall be Brent Carli. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

#### ARTICLE EIGHT - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) directors. The number of directors and their manner of election or appointment shall be specified, from time to time, by the Bylaws provided, however, that the number of directors shall never be less than three (3).

#### ARTICLE NINE - INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

| <u>Name</u> | <u>Street Address</u>                           |
|-------------|---|
| Brent Carli | 2701 Ridgewood Avenue<br>Sanford, Florida 32773 |

#### ARTICLE TEN - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE ELEVEN - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees and costs, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE TWELVE - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 30<sup>th</sup> day of April, 1996.

Brent Carli  
Brent Carli

STATE OF FLORIDA  
COUNTY OF ORANGE

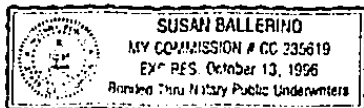
I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this Certificate on the date set forth below, Brent Carli personally appeared before me and  executed  has acknowledged his previous execution of the foregoing instrument. The oath of Brent Carli  was  was not taken. I HEREBY FURTHER CERTIFY, that Brent Carli, as the person making the foregoing acknowledgment, is the same person either executing or acknowledging execution of the foregoing instrument and described therein because:

- I personally know him/her.
- I have satisfactory evidence of same based upon:
- Florida driver's license or identification card issued by the Department of Highway Safety and Motor Vehicles
- Other: \_\_\_\_\_

WITNESS my hand and official seal in the State and County aforesaid this 30 day of April, 1996.

Susan Ballerino  
Notary Public

Susan Ballerino  
NOTARY NAME & SEAL



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

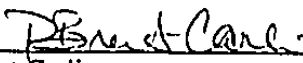
In compliance with sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Seminole High School Athletic Boosters Club, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Brent Carli as its Registered Agent to accept service of process within the State of Florida with its registered office located at 2701 Ridgewood Avenue, Sanford, Florida 32773.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, 607.0502, 607.0504 and 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

DATED this 30<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
Brent Carli  
Registered Agent

**FILED**  
96 MAY - 1 PH 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA