

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ESCAMBIA HIGH SCHOOL BASEBALL BOOSTERS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of being a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - NAME

The name of this Corporation shall be ESCAMBIA HIGH SCHOOL BASEBALL BOOSTERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 1310 N. 65th Avenue, Pensacola, FL 32506.

ARTICLE III - DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The Corporation is organized exclusively for charitable and educational purposes, within the meaning of section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, 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.

The Corporation may conduct programs and activities; raise funds, request and receive

grants, gifts, contributions, dues and bequests of moneys, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real and personal, and make expenditures and distributions for the benefit of Escambia High School, a local public school and/ or it's athletic programs and other organizations exempt under 501(c)(3) of the Internal Revenue Code in such manner as the Board of Directors may determine to be appropriate to further the foregoing purpose, and shall have all powers conferred by or permissible under the Florida Not for Profit Corporation Act.

ARTICLE V - MEMBERS

The Corporation shall have members. The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation.

All persons who are interested in the objectives of the Corporation shall be eligible for membership. Failure to pay membership dues as may be required by the Board of Directors under the Bylaws shall be sufficient cause for termination of membership with a hearing.

The Corporation shall provide for equal membership to all persons regardless of race, color, religion, sex, age or natural origin.

ARTICLE VI - PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 purposes set forth in Article IV hereof. 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 by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of General Sessions of Florida 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 VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1310 N. 65th Avenue, Pensacola, Florida 32506, and the name of the initial registered agent of this Corporation at that address is ROGER MAYO.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The Corporation shall have a Board of Directors that will govern all activities of the Escambia High School Baseball Boosters, Inc. as specified in the By-Laws. The By- Laws shall also provide for their duties, functions and manner of election. The affairs of the Corporation shall be managed by the Board of Directors. The names and street addresses of the members of the first Board of Directors and Officers, all of who shall hold office until their successors are duly elected and qualified, are as follows:

Director: Roger Mayo
6552 Colonade Circle
Pensacola, FL 32506

Director: Bill Abercrombie
204 Arabian Drive
Pensacola, FL 32506

Director: John Brower
5434 Ponte Verde Cove
Pensacola, FL 32507

Director: Tami Kirkland
21 Gamwell Road
Pensacola, FL 32506

Director: Debbie Abercrombie
204 Arabian Drive
Pensacola, FL 32506

Director: Jack Moore
8213 Mier Henry Road
Pensacola, FL 32506

ARTICLE X - AMENDMENTS

The Board of Directors may amend these Articles of Incorporation from time to time at any meeting by an two-thirds (2/3) vote of the members of the Corporation present and voting at any meeting called for that purpose, provided that notice as described in the Bylaws has been given to all members of the character of the proposed amendment, or amendments, to be voted upon.

XI - BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Roger Mayo, 1310 N. 65th Avenue, Pensacola, Florida 32506.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 1st day of May, 2002.

Roger Mayo
ROGER MAYO, Incorporator

The foregoing instrument was sworn to and subscribed to me this 1st day of May, 2002, by ROGER MAYO, who is personally known to me, or has produced as identification and who did take an oath.

Evelyn L. Bodree

Print Name: _____

Notary Public, State of Florida

My Commission Expires: _____

Evelyn L Bodree
My Commission CC926668
Expires April 10, 2004

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RECEIVED
CLERK OF THE FLORIDA STATE COURT OF APPEALS
MAY 1 2002

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF

BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN

FLORIDA AND ACCEPTANCE OF AGENT UPON WHOM PROCESS

MAY BE SERVED

In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST, that ESCAMBIA HIGH SCHOOL BASEBALL BOOSTERS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1310 N. 65th Avenue, Pensacola, Florida 32506 has named ROGER MAYO at 1310 N.65th Avenue, Pensacola, Florida 32506, as its agent to accept service of process within Florida.

DATED: 5-1-02

Roger Mayo
ROGER MAYO, Incorporator

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Roger Mayo
ROGER MAYO, Registered Agent

**BY-LAWS OF
ESCAMBIA HIGH SCHOOL BASEBALL BOOSTERS, INC.
A CORPORATION NOT FOR PROFIT**

ARTICLE I. NAME

The name of this corporation, incorporated under the laws of the State of Florida, shall be Escambia High School Baseball Boosters, Inc.

ARTICLE II. OBJECT AND PURPOSE

The objective and purpose of this Corporation shall be set forth on its Articles of Incorporation.

ARTICLE III. MEMBERSHIP

Section 1. Members shall be admitted to membership pursuant to the requirements set forth in the Articles of Incorporation. There shall be two categories of membership and they shall be "Regular" and "Honorary" membership.

Section 2. Only Regular members shall be permitted to vote at any meeting and members shall be allowed only one vote and may not exercise such vote by Proxy. A regular member must participate in a majority of booster activities in order to retain the right to vote. Such activities will be designated by the Board of Directors, but shall include attendance at meetings, working at field work days, working at fundraisers, etc. Failure to participate, as determined by the Board, may result in loss of voting privileges. Appropriate exceptions will be made for parents on military deployment or who reside outside of Escambia County.

Section 3. All parents, legal guardians and similar caregivers of current players of the Escambia High School Baseball teams shall automatically be given a regular membership with no dues required. The Immediate Past President shall be given a one-year Regular Membership. Each member of the coaching staff shall also be given a regular membership. Other members of the Escambia High School community may become regular members by paying dues in the amount designated annually by the board and by continued participation in Booster activities as described in Section 2 above.

Section 4. All members of the Escambia High School faculty and all members of the Escambia High School Coaching Staff shall be invited to attend all meetings as guests. The Board may designate other individuals as honorary members.

ARTICLE IV. OFFICERS

Section 1. The officers of this corporation shall be: a President, **two Vice-Presidents**, Secretary, Treasurer, Chaplain, and **Webmaster**.

Section 2. Any regular member of this Corporation shall be eligible to hold any office in the Corporation.

Section 3. The officers shall be elected from and by the membership at the annual meeting of the Corporation. Such election shall be by majority vote of the members present and voting at such meeting. The officers of the Corporation shall assume office no later than August 1, and shall hold office for a term of one year or until their successor is elected.

Section 4. The officers shall perform the following duties:

(A) The duties of the President shall be:

- (I) To preside at all meetings of the Corporation and all meetings of the Board of Directors;
- (II) To serve as liaison between Escambia High School officials and this club;
- (III) To call such special meetings of the Corporation membership and of the Board of Directors as may be necessary to the efficient functioning of the Corporation;
- (IV) To serve as chief executive officer of the Corporation and to perform such duties as are customary to that office;
- (V) To appoint such committees and committee members as are needed to adequately conduct the affairs of the Corporation; and
- (VI) To expedite the business of the club, and is authorized to spend not in excess of \$199.00 without prior consent of the Board.

(B) The duties of the **Vice-Presidents** shall be:

- (I) To preside over the meetings of the Corporation and the Board of Directors in the absence of the President
- (II) To render such assistance to the President as the President shall desire;
- (III) To perform such other duties as may be assigned from time to time by the Board of Directors or by the membership of the corporation.

(C) The duties of the Secretary shall be:

- (I) To keep the minutes of the proceedings of the Corporation and Board of Directors meeting;
- (II) To keep and maintain all files and records of the Corporation;
- (III) **To maintain and establish an accurate membership roster;**
- (IV) To perform such other as may from time to time be assigned by the Board of Directors or by the membership of the Corporation.

(D) The duties of the Treasurer shall be:

- (I) To receive all the dues and other funds paid to the corporation;
- (II) To disburse all funds as directed by the Board of Directors or President as provided in the By-Laws;
- (III) To keep a complete and accurate account of all funds received and disbursed and to present a report thereof at all Corporation meetings;

- (IV) To deposit all funds of the Corporation in and transfer between such depositories as are approved and to disburse the same only by check executed in such fashion as the Board of Directors or President shall from time to time direct;
- (V) To preserve all financial records for such period of time as the Board of Directors may direct or as may be required by applicable law;
- (VI) To perform such other duties as may be assigned from time to time by the Board of Directors or by the membership of the Corporation.

(E) The duties of the Chaplain shall be:

- (I) To give the invocation;
- (II) To perform such other duties as may be assigned from time to time by the Board of Directors or by the membership of the Corporation.

(F) **The duties of the Webmaster shall be:**

- (I) **To maintain and update the team website as designated by the Board of Directors by gaining information from coaches, players, booster members, school staff, etc.;**
- (II) **To report to members any technical difficulties in maintaining the website or obtaining current information;**
- (VII) **To perform such other duties as may be assigned from time to time by the Board of Directors or by the membership of the Corporation.**

Section 5. Vacancies in any office shall be filled by the designation of a successor by a majority of the Board of Directors and such successor shall serve for the unexpired term. However, the Directors may, by a majority vote, elect to hold a special election by the membership in order to fill such unexpired term.

Section 6. No person shall simultaneously hold two or more offices in the Corporation. If a person, while holding an office, shall be elected to another position, that person shall resign the position held before assuming the new position.

Section 7. Officers may not succeed themselves more than three times, but may be elected to another position in the Corporation.

ARTICLE V. DIRECTORS

Section 1. The affairs of the Corporation shall be managed by a Board of Directors which shall consist of the President, **two Vice-Presidents**, Secretary, Treasurer, Chaplain, **Webmaster**, and Head Baseball Coach. The Board of Directors shall conduct the business of the Corporation property, assets and effects and shall from time to time propose such rules, regulations, projects, and programs as in its judgment are necessary and proper for the government of the Corporation and for the pursuit of the objects and purposes of the Corporation, and the Board shall exercise such other powers and perform such other duties as the membership of the Corporation may from time to time prescribe.

Section 2. The Board shall expedite the business of the Club and is authorized to spend not in excess of \$300.00 without prior consent of the general membership.

Section 3. The Directors shall meet monthly, or at such other intervals as is necessary to transact the business of the Corporation. The President shall be the Chairman of the Board of Directors and the Secretary of the Corporation shall be the Secretary of the Board of Directors. The Board of Directors shall meet at the call of the President or upon the call of one-third of its members. A majority of the members of the Board of Directors shall constitute a quorum. Notice of all special meetings of the Board of Directors shall be given to the members of the Board at least twenty-four hours in advance of such meeting. Such notice shall be oral or written.

Section 4. The Board of Directors shall appoint a committee to audit the financial records and transactions of the Corporation at the end each fiscal year. This committee shall report to the members at the next regularly scheduled booster meeting.

ARTICLE VI. MEETINGS

Section 1. This club shall hold at least one regular meeting during each school month and shall hold special regular meetings as the Board of Directors or the Membership of the Corporation may elect. A regular meeting may be postponed or canceled by a majority vote of the Board of Directors.

Section 2. A quorum of the membership at any meeting shall consist of fifty-one percent (51%) of the membership or shall consist of twelve (12) members.

Section 3. The annual meeting of the Corporation shall be the regular meeting held during the month of May.

Section 4. All meetings shall be conducted in accordance with the rules and order of business established by the Corporation. In the absence of such rules, meetings shall be conducted in accordance with Robert's Rules of Order; provided, however, that the regular order of business may be suspended by the presiding officer when necessary for the expeditious conduct of the Corporation's business.

Section 5. Notice of all special meetings shall be given at least twenty-four (24) hours in advance of such meeting. Such notice shall be given by the most expeditious means available.

ARTICLE VII. ELECTIONS

Section 1. Beginning with the annual meeting held during May, 2003, the Officers and Directors shall be elected at the annual meeting for terms as set forth in Articles V and VI hereof.

Section 2. The President, no later than the April meeting of each year, shall publicly appoint a Nominating Committee of not less than three members. The Nominating Committee shall recommend one or more candidates for each office to the membership at its annual meeting such of those candidates and such additional candidates as it desires to present. Additional nominations shall be received from the floor. The consent of each candidate nominated must be obtained before such nomination is made.

ARTICLE VIII. COMMITTEES

Section 1. The Corporation shall have such special committees as may be needed to ensure its efficient operation. Such committees shall be established by the Board of Directors. The Committee Chairperson and members shall be appointed by the President.

Section 2. The terms of all Committee Members shall be for the duration of the purpose for which the Committee is appointed.

ARTICLE IX. MISCELLANEOUS

Section 1. Any member of this Corporation may be expelled from membership for unethical or improper conduct. Charges of such conduct shall be presented in writing to the Board of Directors who, upon receiving such charges, shall properly investigate the same and upon finding by a majority vote that the charges shall be heard, shall set

a date and place for a hearing by the membership upon the charges. The member charged shall be given a copy of the written charges together with written notice of the time and place of the hearing, not less than seven days prior to the hearing, and shall have the right to be present at the hearing and to present evidence upon the charges. At the hearing, a two-thirds (2/3) vote of the members present and voting shall be necessary for the expulsion of such member.

Section 2. All Officers and Directors shall attend two-thirds (2/3) of the meetings of the Membership and Board of Directors unless any excess absences are excused by the Board of Directors. Officers and Directors may be removed from office for failure to attend to their duties or for any conduct detrimental to the Club. If a majority of the Board of Directors finds that any Officer or Director shall be removed from office, they shall request the resignation of the Officer or Director. If such Officer or Director refuse to resign, the Board of Directors may recommend to the Membership of the Corporation that such Officer or Director be removed and shall upon making such recommendation, state the grounds of their recommendation in writing. Such Officer or Director shall be given a copy of such recommendation and shall be give written notice of the time and place of a hearing by the Membership upon such recommendation. Such notice shall be give at least seven days prior to such hearing. The Officer or Director whose removed has been recommended shall have the right to be present at the hearing and to present evidence in opposition to the recommendation. At the hearing, a two-thirds (2/3) vote of the Members of the Corporation present and voting shall be necessary for the removal of such Officer or Director.

Section 3. The fiscal year of the Corporation shall be from August 1 of one year through July 31 of the following year, and all terms of the Officers and Directors of the Corporation shall coincide with such fiscal years.

ARTICLE X. AMENDMENTS

By-laws of this Corporation may be amended from time to time by a two-thirds (2/3) majority of the members of the Corporation present and voting at any meeting called for that purpose, provided that notice as described by these by-laws has been given to members of the character of the proposed amended or amendments to be voted upon.

Revised this _____ day of _____, 2007.

President

Secretary