

**ARTICLES OF INCORPORATION OF SCREAMING EAGLE BAND BOOSTERS, INC.**

**A CORPORATION ORGANIZED FOR CHARITABLE PURPOSES**

**ARTICLE I**

The name of the corporation shall be SCREAMING EAGLE BAND BOOSTERS, INC.

**ARTICLE II**

The corporation existence shall commence on January 1, 2000, and the corporation shall have perpetual duration.

**ARTICLE III**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- a. The general purposes of this corporation are to operate exclusively for charitable and educational purposes which could qualify it as an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.
- b. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in ny political campaign on behalf of any candidate for public office.
- c. Notwithstanding any other provision of these articles, this organization shall not carry out any activities not permitted to be carried out by an organization exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Law.

**ARTICLE IV**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other right and privileges of members, and their liability for dues and assessments, and the method of collecting dues and assessments shall be as regulated in the bylaws.

**ARTICLE V**

The street address of the initial registered office of the corporation is 15600 Silver Eagle Road, City of Groveland, County of Lake, State of Florida. The name of its current registered agent at that address is Mr. Ryan F. Wright, South Lake High School Director of Bands.

**ARTICLE VI**

The power of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be four (4); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation, to a number no less than three (3).

The original directors of the corporation shall hold office until the first public meeting of the members, at which time an election of directors shall commence.

Directors elected at the first annual business meeting, and at all subsequent time, shall serve for a term of one (1) year or until the annual meeting of members, following the election of directors and until the qualifications of the successors in office. Annual meetings shall be held before the first day of May annually at the principal location of the corporation or at any other place or places designated by the board of directors by resolution.

Any action required or permitted taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this matter shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of the corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

#### **ARTICLE VIII**

The board of directors shall elect the following officers: president, corresponding secretary, recording secretary, and financial secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the initial officers shall serve as corporate officers.

#### **ARTICLE IX**

Subject to the limitation contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### **ARTICLE X**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

#### **ARTICLE XI**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)3 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XII**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of this corporation. These articles were adopted and executed by the original incorporators (unnamed on this record) on the 19<sup>th</sup> day of November, 1999.