

# Space Coast Crew Boosters, Incorporated

## Articles of Incorporation (A Corporation Not-for-Profit)

In compliance with Chapter 617, Florida Statutes, and in accordance with other provisions of the laws of the State of Florida for the formation of a corporation not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned, and to that end we do, by these Articles of Incorporation, set forth:

### ARTICLE I

The name of the corporation shall be: SPACE COAST CREW BOOSTERS, INCORPORATED

### ARTICLE II

The principle address of the corporation shall be at PO Box 372252, Satellite Beach, Florida, 32937-0252, County of Brevard, but the corporation may maintain offices and transact business in such other places within or outside the State of Florida as may from time to time be designated by the Board of Directors.

### ARTICLE III

The general purpose for which this Corporation is organized is to promote rowing as a sport among secondary schools in Brevard County, State of Florida; to promote rowing as a healthful exercise to others outside secondary schools; to conduct participation in rowing competition, various social functions throughout the year, to promote fellowship, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The Corporation shall be conducted as a non-profit organization and is organized exclusively for sports and social purposes.

### ARTICLE IV

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be stated in the Bylaws.

### ARTICLE V

The qualification of the members of the board, the manner of their election or appointment and termination of same shall be stated in the Bylaws.

### ARTICLE VI

The Corporation shall have the following powers:

- 1) It shall have all the powers and privileges granted to a corporation not-for-profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida, providing said powers are permitted so as to provide tax-exempt status as determined by the Department of the Treasury, Internal Revenue Service.
- 2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable distributions for expenses, salaries, or other costs incurred in furtherance of the purposes set forth in Article III hereof.

### ARTICLE VII

The affairs of the Corporation shall be administered by the Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) members and shall be elected for a term of one (1) year by a majority vote. The names of the officers who are to serve until the first election or appointment pursuant to the Corporation's Bylaws are as follows:

John E. Herbst    President 772 Lake Drive Melbourne, FL 32940	David Bock        Vice President 140 Sand Dollar Dr. Indialantic, FL 32903	Ilene Herr        Corresponding Secretary 417 Nikomas Way Melbourne Beach, FL 32951
Kim Nicholas    Treasurer 525 Island Court Indian Harbor Beach, FL 32937	Alita Marchand   Recording Secretary 1909 Wallace Ave. Melbourne, FL 32935	

ARTICLE VIII

The original Bylaws of the Corporation shall be adopted by the Board of Directors, and thereafter such Bylaws may be altered or rescinded.

ARTICLE IX

Every Board member and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding the which he may be a party, or in which he may become involved by reason of his being or having been a Board member or officer of the Corporation, whether or not he is a Board member or officer of the Corporation at the time such expenses are incurred, except in such cases wherein the Board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of any claim of reimbursement or indemnification hereunder based upon a settlement by the Board member or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not inclusive of all other rights to which such Board member or officer may be entitled.

ARTICLE X

These Articles may be amended in the following manner:

The Board of Directors shall adopt a resolution setting forth the proposed amendment.

Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon.

At such meeting, the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members present.

ARTICLE XI

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, 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 XII

The street address of the corporation's initial registered office and the name of its initial registered agent:

John E. Herbst  
772 Lake Drive  
Melbourne, FL 32940

ARTICLE XIII

These subscribers to these Articles of Incorporation and their addresses are:

John E. Herbst    President  
772 Lake Drive  
Melbourne, FL 32940

David Bock        Vice President  
140 Sand Dollar Dr.  
Indialantic, FL 32903

The undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of October, 1996.

Signature of Incorporator:

\_\_\_\_\_ David Bock