

ARTICLES OF INCORPORATION
OF BOCA CIEGA ALUMNI ONLINE, INC.
A CORPORATION NOT FOR PROFIT

ARTICLE I * NAME

THE NAME OF THE CORPORATION SHALL BE "BOCA CIEGA ALUMNI ONLINE, INC." (A corporation not for profit)

ARTICLE II * PRINCIPAL OFFICE

Principle place of business and mailing address shall be 540 Carillon Parkway #1054 St. Petersburg, Florida 33716-1213

ARTICLE III * PURPOSE

For the restoration, preservation, reproduction and display of Boca Ciega High School memorabilia and related items for the purposes of preserving for all posterity the historical, technical and social contribution and impact of such items and of educating its members and the general public of the same. And said organization is organized exclusively for charitable purposes, 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 corresponding section of any future federal tax code.

ARTICLE IV * MANNER OF ELECTION

The manner in which the board of directors are elected or appointed shall be nominated by the Officers and elected by the General Membership at the first meeting of the New Year.

ARTICLE V * INITIAL DIRECTORS AND/OR OFFICERS

Alfred A Prichard, President, 540 Carillon Pkwy #1054 St Petersburg, Fl 33716
Roberta Z. Yancy, Vice President, 5942 Burlington Avenue St. Petersburg, Fl 33710
Piper T. Prichard, Secretary/Treasurer, 540 Carillon Pkwy #1054 St. Petersburg, Fl 33716

ARTICLE VI * INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Piper T. Prichard
540 Carillon Parkway #1054
St. Petersburg, Florida 33716-1213

ARTICLE VII * INCORPORATOR

The name and address of the incorporator is:

Piper T. Prichard
540 Carillon Parkway #1054
St. Petersburg, Florida 33716-1213

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

Signature/Incorporator

Date

ARTICLE VIII * STANDING RULES

8.1 The members shall adopt Standing Rules which will govern some organizational matters concerning the Organization. Matters not dealt with in these Bylaws may be covered by the Standing Rules. The Standing Rules may be adopted and amended from time to time by the Officers at any meeting.

ARTICLE IX * ORGANIZATIONAL STRUCTURE

9.1 The Corporation shall be structured into four(4) components to consist of the following:

1. Board of Directors
2. Officers
3. Advisory Council
4. General Membership

No auxiliary or similar groups shall be formed or exist without the specified approval of the Officers. The objectives and activities of Boca Ciega Alumni On Line, Inc. (A Corporation Not For Profit) are as stated in ARTICLE II of the Articles of Incorporation.

ARTICLE X * FUNDS

10.1 MONEY * All monies received by the organization shall be held in a checking account in a local bank. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

10.2 BUDGET * The annual budget shall be prepared by the Board of Directors and reviewed by the Advisory Board and approved by the officers.

10.3 CHECKS * Checks drawn on the Organization's bank account may be signed by any two of the following officers: the President, the Vice President, and the Secretary/Treasurer. Funds will be disbursed relevant to the approved budget, or simple majority vote of the Officers.

ARTICLE XI * MEMBERSHIP

11.1 ELIGIBILITY * Any person interested in the objectives and purposes of this organization, who agrees to be bound by the Articles of Incorporation and Bylaws, as may from time to time be adopted by the membership, is eligible for membership, upon presentation of an information form and the payment of the proper dues. No more than one membership may be held by any one person.

11.2 CLASSIFICATION OF MEMBERS *

1. General Members. General members shall be entitled to vote on items brought up for consideration by the Board of Directors or Officers and hold office. General members pay dues.
2. Honorary Members. The Officers may elect honorary members. Such members shall be exempt from the payment of dues and shall be entitled to all of the privileges of regular members.

11.3 DURATION * Classes of membership shall be of two year, five year and life time duration and shall be required to renew by the payment of the required dues, except for honorary members who are not required to pay dues. Honorary memberships are automatically renewed unless terminated by the Board of Directors.

11.4 RIGHTS OF MEMBERS * The right of a member to vote and all of his or her other rights and interest in the organization shall cease on the termination of his or her membership. A regular membership shall terminate if the member's dues are not paid by the member's anniversary date. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

11.5 RESIGNATION * Any member may resign from the organization by delivering by U.S. mail or electronic mail a written resignation to the President or Secretary. All dues are considered donations and are not refundable upon resignation.

ARTICLE XII * MEMBERSHIP MEETINGS

12.1 ANNUAL MEETING * The membership shall hold its annual meeting in February each year. The date, time, and place shall be set by the Officers. Notice of such meeting shall be given to all members, Officers, Board of Directors and Advisory Council at their last known internet address at least (30) days prior to the date of a meeting. An agenda may be posted on the Internet in advance of a meeting.

12.2 SPECIAL MEETINGS * Special meeting of the members may be called at any time by two Board of Directors. Such meeting must be approved by the President or Vice President, or upon receipt of the written request of one-third of the members. Written notice of such meeting, stating the time, place and purposes thereof shall be served by internet mail to the general membership not less than (10) days nor more than (30) days before such meeting at his or her last known e-mail address. Only matters properly noticed and with prior Board approval may be brought up at special meetings.

12.3 QUORUM * At any meeting of members, a majority of the Officers present in person shall determine any matter properly before the meeting.

12.4 VOTING RIGHTS * At every meeting of members, each member shall be entitled to one vote in person. With a husband and wife membership, each spouse present shall be entitled to one vote. The vote on any question deemed properly before the meeting, shall be by show of hands.

ARTICLE XIII * PARLIAMENTARY PROCEDURE

All meetings of the Corporation shall be conducted in accordance with the provisions of the current edition of Robert's Rules of Order, to the extent that they are not inconsistent with these bylaws.

ARTICLE XIV * BOARD OF DIRECTORS/OFFICERS

14.1 OFFICERS * The Officers of the Corporation shall consist of the President, Vice President and Secretary/Treasurer. Anyone considered for an officer must be current, and remain current on their dues.

14.2 GENERAL POWER * The operations and affairs of the Organization shall be managed by the Officers, except to the extent the power to do so is reserved to the members or the extent the Officers shall delegate the power to the Board of Directors or members to manage any committee, as provided herein.

14.3 COMPENSATION * No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence the legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

14.4 LIABILITY AND INDEMNITY * The Board of Directors and Officers of the corporation shall not be personally liable for debts, liabilities, or other obligations, and shall be entitled to indemnification by the Corporation to the extent allowed by law.

14.5 INSURANCE * The Organization may, but is not required to, purchase and maintain insurance on behalf of any person who is or was a director, officer or agent of the Organization against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

14.6 TERM OF OFFICE * The term of office for all Board of Directors and Officers shall be five (5) years, and be elected by the General Membership at the first meeting of the New Year after the five (5) year term expired. Board of Directors and Officers can serve consecutive terms as determined by the General Membership.

14.7 All prospective Officers shall be nominated by the Board of Directors and voted on by the General Membership.

14.8 Should any member of the Board of Directors or Officers absent himself or herself unreasonably from three (3) consecutive meetings without notification of his or her

reason for doing so, and if his or her excuse is not accepted by the members, his or her seat on the Board or Office may be declared vacant, and the President shall appoint a substitute Director or Officer from the membership of the organization to serve until the expiration of his or her term.

14.9 PRESIDENT * The President shall be the chief executive officer of the corporation. The duties of the President will be to perform the following:

1. Preside at all meetings of the regular membership and Board of Directors.
2. Sign all contracts, agreements and all other membership instruments necessary to conduct the corporation business.
3. Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the organization and protect the interests and welfare of the members.
4. Shall act as Webmaster and assign special duties.

14.10 VICE PRESIDENT * The Vice President shall perform all duties assigned to the President during the absence or temporary disability of the President. The Vice President shall also carry out special assignments given by the President.

14.11 SECRETARY/TREASURER * The Secretary/Treasurer duties are as follows:

1. Maintain all records, files, and logs of the corporation.
2. Take, prepare, and distribute the minutes of general membership meetings.
3. Maintain an accurate list of all members of the corporation.
4. Distribute to all officers and members meeting notices and such other publications as may be required.
5. Maintain the corporate seal and attest to the signature of the President and Vice President on all documents.
6. Pay all authorized expenses of the corporation.
7. Send notices of, and collect, all dues, assessments or other monies due the corporation.
8. Prepare all financial reports for the corporation as may be required for the officers, membership, or any governmental authority.
9. Cause a financial report to be made annually and reported to the officers and membership.
10. The books of the Corporation shall be delivered to his or her successor, duly audited, immediately following the termination of the office and the election of a new Secretary/Treasurer.

ARTICLE XV * THE ADVISORY COUNCIL

15.1 THE ADVISORY COUNCIL * The Advisory Council shall consist of non voting members whose function it is to advise and assist the officers of the corporation.

15.2 RESIGNATION * A member of the Advisory Council may resign at any time by giving written notice of such resignation to the Officers of the corporation.

15.3 COMPENSATION * The Advisory Council shall receive no compensation for their services.

ARTICLE XVI * COMMITTEES

16.1 COMMITTEES * Standing committees will be established as needed. This may include membership, audit, and reunion committees as deemed necessary by the Board.

ARTICLE XVII * BYLAWS AMENDMENT

17.1 These bylaws or the articles of incorporation may be amended by the officers at any regular or special meeting. Ten (10) days written notice of a bylaws change shall be given to each officer prior to a meeting unless written notice is waived by each officer before any change is acted upon.