CORPORATE RECORDS
AND
Brevi-Minutes®
and
By Laws

OF
STATE COLLEGE FOOTBALL BOOSTER CLUB

FROM
OCTOBER 19, 1976
(Date of Incorporation)

TO

Law Offices of:
MILLER, KISTLER, CAMPBELL, MITINGER & BEIK
1500 South Atherton Street
State College, Pennsylvania 16801

By: Robert K. Kistler, Esquire
State College Football Booster Club
653 Westerly Parkway
State College, Pennsylvania 16801

Dear Members:

We are delivering herewith the corporate records of the Club, including the original Articles of Incorporation, Proofs of Publication, By-Laws and corporate seal.

The legal work was performed by our firm without charge, except for reimbursement for our actual expenditures which are set forth on a statement attached hereto.

We wish the Club as much success in the future as it has enjoyed in the past.

Sincerely,

MILLER, KISTLER, CAMPBELL, MITINGER & BEIK

By:  

RKK: md
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STATE COLLEGE FOOTBALL BOOSTER CLUB
MINUTES OF THE INCORPORATION MEETING

On Thursday, October 21, 1976, the State College Football Booster Club met at a regularly scheduled weekly meeting first following its corporation. The meeting was held at 7:30 P.M. at the State College Area High School, 653 Westerly Parkway, State College, Pennsylvania.

The organization, having previously elected four officers and three additional board members has an unincorporated association, by unanimous consent of all members present, all of such previously elected officers and board members remain in office until January 1, 1977, following election of new officers and board members pursuant to the by-laws.

Those officers and board members now in office are as follows:

President: M. K. Gingrich
Vice President: Leonard M. Brush
Secretary: Barbara Fry
Treasurer: Guy M. Fissel
Board Members: 1) Michael Marshall
                2) John Bergstrom
                3) Louis Rowlette
The membership, prior to incorporation, had previously adopted by-laws and those by-laws, attached hereto, were unanimously adopted by the membership as the by-laws of the corporation.

Other items of business carried on at the meeting are included on separate minutes of the meeting.

Barbara Fry
Secretary
CERTIFICATE OF INCORPORATION
of the
STATE COLLEGE FOOTBALL BOOSTER CLUB
AND
PROOFS OF PUBLICATION
In compliance with the requirements of 15 Pa. C. S. §70310 (relating to articles of incorporation) the undersigned, desiring to be incorporated as a nonprofit corporation, hereby certifies (certify) that:

1. The name of the corporation is:
   
   STATE COLLEGE FOOTBALL BOOSTER CLUB

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:
   
   653 Westerly Parkway

3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose of purposes:
   
   The Corporation is organized exclusively for charitable, scientific or educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1984 (or the corresponding provisions of any future United States Internal Revenue Law), no part of the net earnings of which enure to the benefit of any private shareholder or individual and to otherwise act in accordance with the provisions and limitations of the aforesaid Section; and to provide support and assistance to the State College High School Football Team and coaches thereof.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

4. The term for which the corporation is to exist is: Perpetual
5. The corporation is organized upon a nonstock basis.

6. (Strike out if inapplicable) The incorporators constitute a majority of the committee authorized to incorporate the corporation. The incorporators’ name(s) is(are):

7. (Strike out if inapplicable) The incorporators constitute a majority of the committee authorized to incorporate the corporation. The incorporators’ name(s) is(are):

8. The name(s) and post office address(es) of each incorporator(s) is(are):

   NAME
   ADDRESS

   R. K. Armstrong
   545 Stony Lane, State College, Pennsylvania 16801

   Leonard M. Bush
   740 Westerly Parkway, State College, Pennsylvania

   Barbara Fry
   1454 Westerly Parkway, State College, Pennsylvania

   David M. Gilley
   1454 Westerly Parkway, State College, Pennsylvania

   Donald M. Bush
   1454 Westerly Parkway, State College, Pennsylvania

   Jay W. Fiesel
   40 Sylvan Drive, State College, Pennsylvania 16801

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed and subscribed the Articles of Incorporation this 14th day of March 1975.

Donald M. Bush
(SEAL)

Barbara Fry
(SEAL)

Jay W. Fiesel
(SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

A. For general instructions relating to the incorporation of nonprofit corporations see 19 Pa. Code Ch. 29 (relating to nonprofit corporations generally). These instructions relate to such matters as corporate name, stated purpose, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.

B. One or more incorporators or nominees thereof must be present at the time of incorporation.

C. If the corporation is to be organized upon a stock share basis Paragraph 5 should be modified accordingly.

D. Optional provisions required or authorized by law may be added as Paragraphs 9, 10, 11, etc.

E. The following shall accompany this form:

   (1) Any necessary copies of Form DSC 17.2 (Consent to Appropriation of Name) or Form DSC 17.3 (Consent to Use of Similar Name).

   (2) Any necessary governmental approvals.

F. 15 Pa. C. S. §7317 (relating to advertisement) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should be filed with the Department, but should be filed within the minutes of the corporation. 

   RECEIVED

   3-1-76.44

   1982
PROOF OF PUBLICATION

State of Pennsylvania
County of Centre

E.J. Reilly, being duly sworn according to law, says that he is publisher, editor of The Centre Daily Times, a daily newspaper of general circulation, having its place of business at State College, Centre County, Pa., and having been established in the year 1868; that the advertisement, a printed copy of which is attached hereto, appeared in said newspaper on the 2nd day of November, 1976.

that affiant is not interested in the subject matter of the notice or advertisement; that all of the allegations contained herein relative to the time, place and character of the publication are true.

Sworn and subscribed to before me this 1st day of November, A.D. 1976.

VFWX RT. ROY, Notary Pa resigned
State College, Centre Co.
My Commission Expires May 1, 1978
PROOF OF PUBLICATION

Commonwealth of Pennsylvania
County of Centre

ss.

Charles C. Brown Jr., Esq., being duly sworn according to law, says that he is co-editor of The Centre County Legal Journal, (The official legal newspaper of the 49th Judicial District, Centre County), having its place of business at Bellefonte, Centre County, Pa., and having been established in the year 1950; that the advertisement, a printed copy of which is attached hereto, appeared in said Legal Journal

on the 10th day of November, 1976.

that affiant is not interested in the subject matter of the notice or advertisement; that all of the allegations contained herein relative to the time, place and character of the publication are true.

Sworn and subscribed to before me this 11th day of November, A.D. 1976

Charles Brown

LEGAL NOTICE

Notice is hereby given that Articles of Inc., have been filed with the Secretary of the Commonwealth of Pennsylvania at Harrisburg, Pennsylvania, in connection with the formation of

MILLER, KUTTNER, CAMERON & MIENZER

which corporation is a non-profit corporation organized and doing business at State College, Pennsylvania.
By-Laws

Of

STATE COLLEGE FOOTBALL BOOSTER CLUB

Article One.

Organization.

1) The name of this organization shall be State College Football Booster Club.

2) The organization shall have a seal which shall be in the following form

3) The organization may at its pleasure by a vote of the membership body change its name.
Article Two.

Purposes.

The following are the purposes for which this organization has been organized:

The Corporation is organized exclusively for charitable, scientific or educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), no part of the net earnings of which enures to the benefit of any private shareholder or individual and to otherwise act in accordance with the provisions and limitations of the aforesaid Section; and to provide support and assistance to the State College High School Football Team and coaches thereof.
Article Three.

Membership.

Membership in this organization shall be open to all who wish to join and who pay the established membership fee.

The membership fee at this time is One Dollar ($1.00) per person, per year. Any change in such membership fee shall constitute a change in the by-laws and shall require the procedures for amendment set forth herein.
ARTICLE FOUR

MEETINGS

The membership shall regularly meet once a week, during the State College High School football season, at a place and at a time selected by the Board of Directors. There shall be no notice to members required of the time and place of meetings, except that the Club shall obtain such publicity by newspapers, radio, television, etc. as it deems appropriate.

A quorum at any regular or special meeting shall be those members actually in attendance.

Special meetings of the organization may be held at any time on affirmative vote of a majority of the members of the Board. Notice of such special meeting shall be as set forth for regular meetings.
ARTICLE FIVE
VOTING

At all meetings, all votes shall be by voice, except that the presiding officer at any meeting may, at his discretion, require a written vote.

At the meeting at which officers and board members are elected, if any positions are contested, the voting shall be by written ballot.

All questions decided by voting shall be by a majority vote of those members present.
ARTICLE SIX

ORDER OF BUSINESS

1. Call to Order
2. Reading of the minutes of the preceding meeting.
3. Treasurer's report.
4. Old business.
5. New Business.
6. Unfinished business.
7. Suggestions for the good of the order.
8. Election, if applicable.
9. Next meeting date, if known.
10. Adjournment.
ARTICLE SEVEN

Officers and Board of Directors

The business of the Club shall be managed by a Board of Directors consisting of 7 members, including the officers of the Club. The Board shall be comprised of a President, Vice President, Secretary, Treasurer, and 3 additional Board members.

The Board shall meet at the conclusion of each membership meeting and at such other times on the call of the President or 2 Board members. A quorum required for a Board meeting shall be a majority of the Board.

The 3 Board members who are not officers, insofar as is possible shall be a parent of a member of the High School football team, one member the parent of a senior, one the parent of a junior and one the parent of a sophomore.

Vacancies in the Board shall be filled by a vote of the members at any regular or special meeting.

The Board shall serve during the calendar year, from January 1 to December 31.

The President of the Club shall be Chairman of the meetings of the Board.

-10-
ARTICLE EIGHT

Election of the Board

The election of the members of the Board, including the officers, shall be held as follows:

a. The election shall be held at the regular meeting of the Club held in the week prior to the last high school football game each year.

b. At least one month prior to the date of election, the President shall appoint a Nominating Committee, consisting of at least 3 members, and designating one as Chairman.

c. The Nominating Committee will present the slate of Board members and officers to the membership at least one meeting prior to and also at the election meeting.

d. Additional nominations to the positions shall be open to the floor at the meeting where the slate is presented and at the meeting at which the election is held.

e. Each of the officers and Board members elected shall hold office for one calendar year next following their election.

f. There shall be no limitation on the number of terms during which an officer or Board member may serve.
ARTICLE NINE

Duties of Officers

President:
He shall preside at all membership meetings.
He shall by virtue of his office be Chairman of the Board of Directors.
He shall appoint all committees, temporary or permanent.
He shall see all books, reports and certificates as required by law are properly kept or filed.
He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Vice President:
He shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

Secretary:
He shall keep the minutes and records of the organization in appropriate books.
It shall be his duty to file any certificate required by any statute, federal or state.
He shall be the official custodian of the records and seal of this organization.

He shall present to the membership or Board at any meetings any communication addressed to him as Secretary of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Treasurer:

He shall have the care and custody of all monies belonging to the Club and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company the funds of the Club except that the Board of Directors may cause such funds to be invested in such investments as may be desired.

He shall be the officer who shall sign checks or drafts of the organization.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and a verbal report at each membership meeting.

He shall exercise all duties incident to the office of Treasurer.
No officer shall for reason of his office be entitled to receive any salary or compensation.

Although the masculine gender is used herein for the purpose of simplicity, the masculine shall be deemed to include the feminine and any Board member of officer may be of either sex.
ARTICLE TEN
Spending Limitations

a. The Board shall have the authority to spend not more than $200.00 on any single item.

b. The expenditure of funds over $200.00 on any single item shall be presented at any general membership meeting and shall be deemed authorized only if three-quarters of those members present vote affirmatively to make the expenditure.
ARTICLE ELEVEN

Amendments of By-Laws

These by-laws may be amended as follows:

a. Either the Board or any 15 members may, in writing, move to amend the by-laws.

b. Any such proposed amendment shall be read verbally or distributed to the members in writing at 3 consecutive membership meetings.

c. At the third such meeting the amendment shall be voted on and the amendment shall be authorized if approved by the affirmative vote of three-quarters of those members present.