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TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Ironman Kona Community Foundation, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ $70.00 Filing Fee	☑ $78.75 Filing Fee & Certificate of Status	☐ $78.75 Filing Fee & Certified Copy	☐ $87.50 Filing Fee, Certified Copy & Certificate of Status
		ADDITIONAL COPY REQUIRED	

FROM: Amber F. Williams
Name (Printed or typed)

25400 U.S. Highway 19 North, Suite 152
Address

Clearwater, FL 33763
City, State & Zip

(727) 724-0100
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE IRONMAN KONA COMMUNITY FOUNDATION, INC.

A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this corporation is: THE IRONMAN KONA COMMUNITY FOUNDATION, INC. The principal place of business of this corporation shall be 43309 U.S. Highway 19 North, Tarpon Springs, Florida 34689.

ARTICLE II

This corporation is organized and shall be operated as a corporation not-for-profit, exclusively for charitable and educational purposes, specifically the providing of charitable support to various athletic, community and memorial organizations and entities which are qualified organizations, as hereinafter defined, selected by the Board of Directors of the corporation, so long as such organizations remain qualified organizations. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509(a)(1) and (a)(2) of the Internal Revenue Code of 1986, as amended ("Code").

Solely for the above purposes, this corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, and to use, apply, vest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

ARTICLE III

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members as regulated by the By-Laws.

ARTICLE IV

The name and address of the subscriber to these Articles is:

LEW FRIEDLAND — P. O. Box 1608 (34688-1608)
43309 U.S. Highway 19 North
Tarpon Springs, FL 34689

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than three (3). The Board of Directors shall be empowered to direct the management of the business and the affairs of this corporation and to exercise all rights and powers granted to this corporation under these Articles and under the laws of the State of Florida.

The Board of Directors shall be elected and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

JAMES P. GILLS III — P. O. Box 1608 (34688-1608)
43309 U.S. Highway 19 North
Tarpon Springs, FL 34689

LEW FRIEDLAND — P. O. Box 1608 (34688-1608)
43309 U.S. Highway 19 North
Tarpon Springs, FL 34689

BENJAMIN FERTIC — P. O. Box 1608 (34688-1608)
43309 U.S. Highway 19 North
Tarpon Springs, FL 34689

ARTICLE VII

The officers of the corporation shall be President, Vice President, Secretary, Treasurer and such other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

JAMES P. GILLS III President	P. O. Box 1608 (34688-1608) 43309 U.S. Highway 19 North Tarpon Springs, FL 34689
LEW FRIEDLAND Vice President	P. O. Box 1608 (34688-1608) 43309 U.S. Highway 19 North Tarpon Springs, FL 34689
BENJAMIN FERTIC Secretary/Treasurer	P. O. Box 1608 (34688-1608) 43309 U.S. Highway 19 North Tarpon Springs, FL 34689

ARTICLE VIII

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

The By-Laws of this corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3rds) of such Directors. The By-Laws may be amended or repealed by the affirmative vote of two-thirds (2/3rds) of a quorum of the Board of Directors at a meeting of the Board of Directors or by written consent thereto by two-thirds (2/3rds) of a quorum of the Board of Directors.

ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3rds) of the quorum of the Board of Directors or by written consent thereto by two-thirds (2/3rds) of a quorum of the Board of Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE XI

The street address of the initial registered office of this corporation shall be 43309 U.S. Highway 19 North, Tarpon Springs, Florida 34689, and the name of the initial registered agent of the corporation at that address is LEW FRIEDLAND.

ARTICLE XII

No part of the net earnings or income of this corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE II hereof. No scholarships or financial incentives will be given to persons who are related by blood or marriage to officers, Directors, members or employees of the corporation. It is intended that this corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE XIII

In the event the corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, distribute all remaining assets of this corporation exclusively for charitable and educational purposes to one or more qualified organizations, as defined herein.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal on this 10th day of February, 2003.

LEW FRIEDLAND

ACKNOWLEDGEMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said ARTICLE XI relative to keeping open said office.

LEW FRIEDLAND

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th day of February, 2003, by LEW FRIEDLAND, who is personally known to me and who did not take an oath.

Marilyn J. Williams
NOTARY PUBLIC
My Commission Expires:

Marilyn J. Williams
Commission # CC 894820
Expires Jan. 25, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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