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TRANSMITTAL LETTER

April 28, 2003

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

SUBJECT: ShadowBox Academy, Incorporated

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

\$ 87.50

FROM: ShadowBox Academy, Inc
Abel (Ray) Ramos, President

6065 South Gulf Manor
Pensacola, Florida 32526-1568

(850) 944-5636

Articles of Incorporation

ARTICLE I: NAME: The name of this corporation is: **ShadowBox Academy, Incorporated.**

ARTICLE II: PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation is: **6065 South Gulf Manor, Pensacola, Florida, 32526-1568.**

ARTICLE III: PURPOSE: This corporation is organized pursuant to Chapter 617, Florida Statutes, as a nonprofit public benefit corporation and is not organized for the private gain of any person.

A. The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. This will provide an outlet for growth and development in the area of self discipline through boxing and other team organized sports. Other programs will consist of, but will not be limited to: **Substance Abuse Counseling, Recovery and Rehabilitation, Educational Tutoring, Teen-age Pregnancy, Job Training, Land Acquisition, and services addressing the needs of Senior Citizens.**

B. Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State, or Local Government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IV: MANNER OF ELECTION: Directors of this organization will nominated and selected by a majority vote of attendees at the General Meeting. Vacancies created by unforeseen circumstances, such as death, resignation or dismissal, will be filled on a temporary basis by appointments made by the Board of Directors. These temporary appointments will exist until the next Annual or Special Meeting, duly called by the Board of Directors.

ARTICLE V: INITIAL DIRECTORS: The number of directors constituting the initial board of directors is **four (4)**. The names, address and titles of personnel selected as the initial directors of this corporation are:

Abel (Ray) Ramos
President

6065 South Gulf Manor
Pensacola, Florida 32526-1568

Kenneth L. Davis
Vice President

524 West Ramona Street
Pensacola, Florida 32501

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Willard L. Meeks
Treasurer

4622 Deer Field Drive
Pensacola, Florida 32526

Grace R. McCaffery
Secretary

3006 East Kingsfield Road
Pensacola, Florida 32514

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS:
ABEL (Ray) RAMOS, 6065 South Gulf Manor, Pensacola, Florida 32526-1568.

ARTICLE VII: INCORPORATOR.
ABEL (Ray) RAMOS, 6065 South Gulf Manor, Pensacola, Florida 32526-1568.

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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.

Abel Ramos
ABEL (Ray) RAMOS, Registered Agent

4-28-2003
Date

Abel Ramos
ABEL (RAY) RAMOS, Incorporator

4-28-2003
Date

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