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From:
Account Name : TRUMAN J. COSTELLO, P.A.
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FLORIDA NON-PROFIT CORPORATION

Southwest Florida Fencing Academy, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 24, 2004

TRUMAN J. COSTELLO, P.A.

SUBJECT: SOUTHWEST FLORIDA FENCING ACADEMY, INC.
REF: W04000043175

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6934.

Loris Poole
Document Specialist
New Filings Section

FAX Aud. #: H04000233455
Letter Number: 704A00066649

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FORT MYERS FLORIDA

ARTICLES OF INCORPORATION OF
SOUTHWEST FLORIDA FENCING ACADEMY, INC.,
A NOT FOR PROFIT CORPORATION

For the purpose of forming a Florida not for profit corporation in compliance with Chapter 617 of the Florida Statutes, the undersigned incorporator states as follows:

ARTICLE I

The name of the corporation shall be: Southwest Florida Fencing Academy, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 4210 Fowler Street, Units 9 & 10, Fort Myers, Florida 33901, and the mailing address of the corporation shall be the same.

ARTICLE III

This corporation is organized and shall be operated as a non-profit corporation solely and exclusively for the purpose of educating its members as to all aspects of the art of fencing and to support and develop amateur athletes for national or international competition in the sport of

fencing. It is intended that this corporation be a qualified amateur sports organization under Section 501(j) and Section 501(c)(3) of the Internal Revenue Code.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these articles, this corporation shall have all the powers specified in Chapter 617 of the Florida Statutes, and to do all and everything necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that the corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code and its regulations as such section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

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ARTICLE IV

No substantial part of the activities of the corporation shall be carrying on propoganda or otherwise attempting to influence legislation; nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

The corporation shall be operated in a manner that prevents it from being a private foundation within the meaning of Section 509 of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted; provided, however, that in the event the objects, purposes and business of the corporation cannot be accomplished unless the corporation is operated as a private foundation, it shall not be operated in violation of the following limitations, restrictions and prohibitions:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

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(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

ARTICLE VI

This corporation shall be a nonprofit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual. All the earnings and property of the corporation shall be used to further the purposes and objects of the corporation as set forth in ARTICLE III. Nothing contained herein, however, shall prohibit payments by the corporation to directors or members as reasonable compensation for services rendered to the corporation.

ARTICLE VII

The corporation shall have perpetual duration.

ARTICLE VIII

The directors, officers and members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, or (iv) for any transaction from which the director derived any improper personal benefit. If Chapter 617 of the Florida Statutes is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be determined or limited to the fullest extent permitted by said Chapter 617, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

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ARTICLE IX

The control and management of the affairs of the corporation shall be vested in a Board of Directors of not less than three (3), nor more than seven (7) persons. The names of those currently serving as directors and who shall serve until their successors shall be elected and qualify, are:

Thomas Sokol
Jim Proport
Charles Johnson
Michael Morgan
Michele Pettyman

The Bylaws of the corporation shall prescribe the terms of office and manner of election of directors.

ARTICLE X

The Board of Directors shall have the power to provide in the Bylaws of the corporation that the corporation shall or shall not have a membership. If a membership is so provided for, the qualifications of the members, their manner of selection, any classes of membership, and the rights, duties and voting privileges of members shall be established in the Bylaws of the corporation.

ARTICLE XI

No person shall possess any property right in or to the property or assets of the corporation. Upon dissolution of this corporation as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted and which organizations have purposes and objects similar to those of the corporation, all determined in accordance with the Bylaws.

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ARTICLE XII

These Articles of Incorporation may be amended as provided in the Bylaws of the corporation.

ARTICLE XIII

The name and Florida street address of the registered agent of the corporation is:
Truman J. Costello, P.A., 12670 New Brittany Blvd., Suite 101, Fort Myers, FL 33907.

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
LESLIE K. HARRIS, CLERK

IN WITNESS WHEREOF, the foregoing Articles of Incorporation of the Corporation have been executed by the undersigned incorporator on this 23rd day of November, 2004.

Michael Morgan
Michael Morgan
4210 Fowler Street, Units 9&10
Fort Myers, FL 33901

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.

Truman J. Costello
Truman J. Costello/ Registered Agent

Nov. 23, 2004
Date