

NOV. 14. 2011
Division of Corporations

9:02AM

TRENAM, KEMKER

NO. 2817

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FLORIDA PROFIT/NON PROFIT CORPORATION

Florida State Alliance of YMCAs, Inc.

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**ARTICLES OF INCORPORATION
OF
FLORIDA STATE ALLIANCE OF YMCAS, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Florida State Alliance of YMCAs, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be:

415 N. Tarragona Street, Suite B
Pensacola, Florida 32501

ARTICLE III

Purposes

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The organization purposes include, but are not limited to, the following:

1. To foster statewide communication and cooperation among YMCA's.
2. To gain consensus on issues of importance to the YMCA.
3. To make policy and decision makers aware of YMCA's mission and programs and gain recognition as a leader on issues that affect children and families.
4. To advocate on behalf of the children and families served by the YMCA.
5. To protect the operating integrity of the YMCA organization in order to carry out its mission.
6. To represent, communicate to, and to lobby on behalf of, all member YMCAs.

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ARTICLE IV

Powers

This corporation shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which this corporation is organized.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Registered Agent and Registered Office

The initial registered agent of this corporation shall be Todd A. Rosenbaum, and the initial registered office of this corporation shall be 415 N. Tarragona Street, Suite B, Pensacola, Florida 32501, This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VII

Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert H. Buesing	101 E. Kennedy Boulevard, Suite 2700 Tampa, Florida 33602

ARTICLE VIII

Officers and Directors

The officers to be appointed shall be as provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws. The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation.

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ARTICLE IX
Directors

The names and addresses of the voting members of the first Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first two years of this corporation's existence, and until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
John Lass	1700 SE Monterey Road Stuart, Florida 34996
Scott Goyer	2469 Enterprise Road Clearwater, Florida 33763
Cindy Love	101 Sand Hill Street Marco Island, Florida 34145
Alice Collins	3620 Cleveland Heights Boulevard Lakeland, Florida 33803
Robert H. Buesing	101 E. Kennedy Boulevard, Suite 2700 Tampa, Florida 33602
Tom Looby	110 E. Oak Avenue Tampa, Florida 33602
Brandon Dowdy	5450 YMCA Road Naples, Florida 34109
Paul Versnik	1777 Tamiami Trail, Suite 407 Port Charlotte, Florida 33948
Michael Bodenhause	415 B-N Tarragona Street Pensacola, Florida 32501

The names and addresses of the nonvoting members of the first Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first two years of this corporation's existence, and until their successors have been duly elected and qualified are:

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Teresa Rogers

761 E. International Speedway Boulevard
Deland, Florida 32724

Alfred Sanchez

730 NW 107 Avenue, Suite 200
Miami, Florida 33172

ARTICLE X

Bylaws

The bylaws of this corporation may be made, altered, amended or repealed and new bylaws may be adopted from time to time as provided in the bylaws of this corporation.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by a vote of the members of this corporation as provided in the bylaws of this corporation.

ARTICLE XII

Distributions/Compensation/Payments

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation 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 Article III hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIII

Dissolution


Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation to one or more organizations created and operated for one or more exempt purposes, all of the foregoing within the meaning of Article III hereof and within the meaning of Section 501(c)(4) or (c)(6) of the Internal Revenue Code of 1986, as amended, or by giving such assets to organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

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IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 11th
day of November, 2011.



ROBERT H. BUESING,
Incorporator

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FLORIDA STATE ALLIANCE OF YMCAS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

TODD ROSENBAUM, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 11 day of November, 2011.


TODD A. ROSENBAUM

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