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13 OCT -9 PM 12:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRB
10/10/13

COVER LETTER

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

SUBJECT: Pro Guardian Initiative, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: David S. Forman
Name (Printed or typed)

6855 SW 81st Street, Suite 300
Address

Miami, FL 33143
City, State & Zip

786-888-0367
Daytime Telephone number

dforman@davidformanesq.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2013

DAVID S FORMAN
6855 W 81ST STREET
SUITE 300
MIAMI, FL 33143

SUBJECT: PRO GUARDIAN INITIATIVE
Ref. Number: W13000054010

We have received your document for PRO GUARDIAN INITIATIVE and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The name of the entity must be identical throughout the document.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

You can not use Articles as an attachment. Since your drawn Articles are more in detail you can make the necessary corrections to them and return for filing.

Bylaws are not filed with this office. Please retain them for your records.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 213A00022839

Received 10/9/13

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION AND CORPORATE CERTIFICATE
EXHIBIT "A"

**ARTICLES OF INCORPORATION
OF
PRO GUARDIAN INITIATIVE, INCORPORATED**

FILED
13 OCT -9 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of this corporation ("Corporation") shall be: Pro Guardian Initiative, Incorporated

ARTICLE II

PRINCIPAL OFFICE

The principal office of this Organization shall be located in the city of Miami Dade, State of Florida: 6855 SW 81st Street, Suite 300, Miami, FL 33143.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are:

(a) To develop free educational, supportive, problem-solving and problem prevention Life-Skill Workshops for professional athletes as well as college athletes, high school athletes, underprivileged athletes, families and individuals, on recognizing and successfully handling on and off-the-field challenges.

(b) To assemble, exchange and disburse educational, supportive, problem-solving and problem prevention information to professional athletes, college athletes, high school athletes, families and individuals, including through the publication or other distribution of findings and studies and the conduct of seminars and workshops to promote knowledge about being an athlete at all transitional levels;

(c) To develop studies and services for the establishment of life-skill workshops for athletes, family members and individuals;

(d) To provide programmatic and other services to public and private institutions and entities catering to professional, collegiate and high school athletes, whether in conjunction with services funded by public or private resources;

(e) To provide in conjunction with NCAA Collegiate Athletic Director's for Compliance and Student-Athlete Services, education of student athletes on NCAA Compliance and their responsibilities as Student Athletes. This would include, but not limited to: (i) Assisting the institutions Athletic Director(s) with Student Athlete awareness in all aspects of the schools comprehensive NCAA Rules compliance program by conducting Student Athlete Symposiums; (ii) Conducting workshops relative to NCAA regulations, on: student-athlete athletic eligibility, official visits and all recruiting regulations, the NCAA athletic scholarship process, playing and practice season regulations, camp and clinics and transfer regulations; (iii) Developing a High School (NHSA)/ NCAA Indoctrination Player Symposium for High School athletes transitioning to the collegiate level; and (iv) Dissemination of Educational promotional material on "Knowing the Rules and Being in Compliance;" (v) Educating Student Athletes on the NCAA's most common rules violations and situations that expose student athletes to the susceptibility of rule infractions and (vi) creating complimentary institutional safe guards that Collegiate D I – DIII Athletic programs can implement in conjunction with current safe guards.

(f) To conduct studies and develop programs to reduce reliance on public, private institutions, entities, agents, managers, business managers for the athlete, including the development and implementation of programs specifically tailored for athletes to assist in the areas of education, support, problem-solving and problem prevention and other resources;

(g) To help provide resources, direction, programs, and services to improve the health, education, support care, rehab, and quality of life for athletes. Work to ensure that athletes, where and when possible, able to remain out of trouble and from falling into the common pitfalls. Assist in securing quality services and resources to maximize the athlete's potential through evaluation, free educational, supportive, problem-solving and problem prevention Life-Skill Workshops. To use a multi-interdisciplinary approach, revolving around and including the family to ensure the development of an athlete on and off the field. Assist in family on answering some of the most complicated questions, reduce

uncertainty, and provide them with a plan they can follow, and services they can use to provide guardianship, educational, and other services;

(h) To operate exclusively for charitable, educational and scientific purposes, which activities of the Corporation shall be consistent with Section 501(c)(3)¹ of the Internal Revenue Code of 1986, as amended.

In furtherance of the foregoing, the Corporation shall be authorized:

(i) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

(j) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

(k) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purpose.

(l) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

(m) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(n) To contract and be contracted with, and to sue and be sued.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

(o) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

(p) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

(q) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(r) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

(s) The activities of this Corporation shall be consistent with Section 501(c)(3).

ARTICLE IV

MEMBERSHIP

The conditions of membership of this Corporation shall be as provided in the bylaws of this Corporation.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

SUBSCRIBERS

The name and addresses of the subscribers are:

David S. Forman
Jose Menendez

6855 SW 81st Street, Suite 300, Miami, FL 33143
6855 SW 81st Street, Suite 300, Miami, FL 33143

Dinavon Bythwood

6855 SW 81st Street, Suite 300, Miami, FL 33143

ARTICLE VII

INITIAL MEMBERS

The subscribers set forth under Article VI hereof shall be the initial members of the Corporation.

ARTICLE VIII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors. The conditions of election to the board of directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

The initial directors shall consist of:

David S. Forman
Jose Menendez
Dinavon Bythwood

6855 SW 81st Street, Suite 300, Miami, FL 33143
6855 SW 81st Street, Suite 300, Miami, FL 33143
6855 SW 81st Street, Suite 300, Miami, FL 33143

ARTICLE IX

REGISTERED AGENT

The initial registered office of the Corporation is David S. Forman, Esq, Suite 300, 6855 SW 81st Street, Miami, Florida 33143, and the initial registered agent of the Corporation at the address is David S. Forman, Esq: Attention: David S. Forman, Esq.

ARTICLE X

DIRECTORS' AND OFFICERS'
COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of directors as: (i) a member of the administrative staff of the Corporation, (ii) or for compensable services as rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

B. Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officers or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under common and statutory law applicable thereto.

ARTICLE XI

NONPROPRIETARY LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein. No substantial part of the activities of the Corporation shall be

the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII

DISPOSITION OF ASSETS

In the event of 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 assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article III above, as the board of directors shall determine. In addition, upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located,

exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

DUES

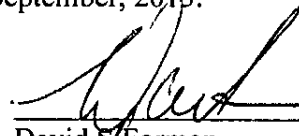
Provision for payment of dues by Members, if any, shall be determined by the bylaws.

ARTICLE XIV


BY LAWS AMENDMENTS

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

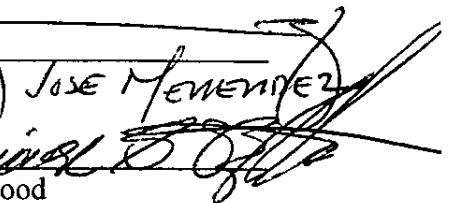
IN WITNESS WHEREOF, we, the undersigned, being all of the subscribers of the Corporation, have set our hands and seals this 20 day of September, 2013.



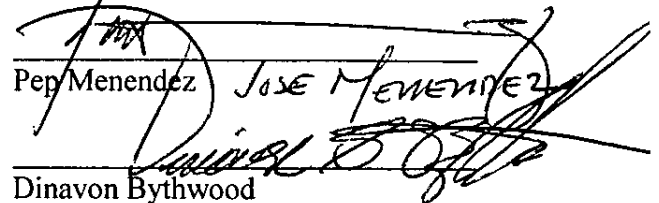
David S. Forman



Pep Menendez



Jose Menendez



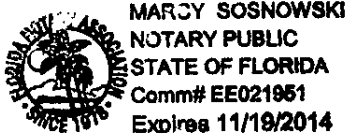
Dinavon Bythwood


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13 OCT -9 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) as:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared DAVID S. FORMAN, known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation of PRO GUARDIAN INITIATIVE, INCORPORATED.

WITNESS my hand and official in the State last aforesaid this 20th of September, 2013.





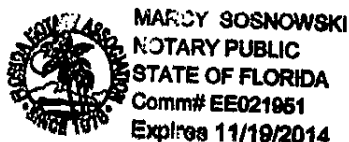
Notary Public, STATE OF FLORIDA

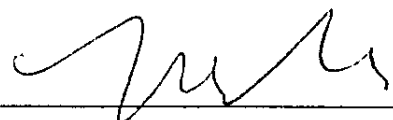
FILED
13 OCT -9 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) as:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared JOSE MENENDEZ, known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that she subscribed these Articles of Incorporation of PRO GUARDIAN INITIATIVE, INCORPORATED.

WITNESS my hand and official in the State last aforesaid this 20th of September, 2013.





Notary Public, STATE OF FLORIDA

FILED

13 OCT -9 PM 12: 22

STATE OF FLORIDA)
) as:
COUNTY OF DADE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State hereinabove to take acknowledgments, personally appeared DINA VON BYTHWOOD, known to be the person described as a subscriber in and who adopted the foregoing Articles of Incorporation, and acknowledged before me that she subscribed these Articles of Incorporation of PR OGUARDIAN INITIATIVE, INCORPORATED.

WITNESS my hand and official in the State last aforesaid this 20th of September, 2013.



MARCY SOSNOWSKI
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE021951
Expires 11/19/2014

Notary Public, STATE OF FLORIDA

CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

PRO GUARDIAN INITIATIVE, INCORPORATED, desiring to organize under the laws of the State of Florida, hereby designates David S. Forman, Esq, its registered agent and Suite 300, 6855 81st Street, Miami, Florida 33143 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, the undersigned hereby agrees to act in such capacity for such corporation at its registered office.

DAVID S. FORMAN

By: 

David S. Forman
President

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TALLAHASSEE, FLORIDA