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PICK-UP WAIT MAIL

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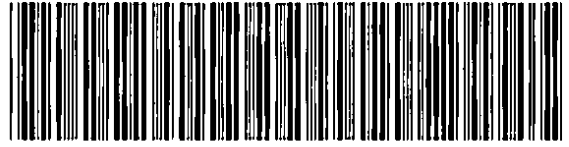
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Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312
(850) 656-4724

DATE 11/18/2020

****WALK IN****

ENTITY NAME ATHLETICS AND ACADEMIC COACHING INC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXX _____

Plain Copy
Certified Copy
Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments
Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70.00

ACCOUNT #: I20160000072

Please call Tina at the above number for any issues or concerns. Thank you so much!

ARTICLES OF INCORPORATION
OF
ATHLETICS AND ACADEMIC COACHING INC.

(A Florida Not for Profit Corporation)

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Statutes 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the Florida Not for Profit is ATHLETICS AND ACADEMIC COACHING INC. ("Corporation").

ARTICLE TWO
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

ARTICLE THREE
EXISTENCE AND DURATION

The corporate existence of the Corporation shall be effective December 21, 2020 and the duration of the Corporation shall be perpetual.

ARTICLE FOUR
PURPOSES

The corporation is organized to provide mentoring, life skills coaching and educational support for student athletes.

The Corporation is organized exclusively for charitable, educational and scientific purposes, including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is:

20951 San Simeon Way
Miami, Florida 33179

**ARTICLE SIX
INITIAL REGISTERED AGENT**

The initial registered agent shall be Jacinta M. Mathis, Esquire whose address is 10524 Moss Park Road, Suite 204-641.

**ARTICLE SEVEN
MEMBERSHIP**

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. Members shall not have any voting rights or other rights except as provided by the Bylaws.

**ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be comprised of Three (3) persons whose names and addresses are as follows:

Gary Dauphin
20951 San Simeon Way
Miami, Florida 33179

Rochny Jules
5401 NW 61st Place
Tamarac, Florida 33319

Fritz Simeon
255 NW 111st
Miami, Florida 33168

The Board of Directors shall consist of no less than three directors and they shall manage the affairs of the Corporation. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation but may never be less than three. The election of the directors shall be done in accordance with the Bylaws. The directors shall be protected for all personal liability to the fullest extent permitted by law.

ARTICLE NINE INCORPORATORS

The name and address of the initial incorporator is Jacinta M. Mathis, Esquire whose address is 10524 Moss Park Road, Suite 204-641.

ARTICLE TEN OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors, at such time and in such manner as will be prescribed by the Bylaws.

ARTICLE ELEVEN QUORUM AND VOTING

A majority of the Voting Directors shall constitute a quorum at a meeting of the Board. If a quorum is present, the affirmative vote of the majority of the Directors represented at the meeting and entitled to vote on the subject matter shall be the act of the Board.

ARTICLE TWELVE INFORMAL ACTION OF DIRECTORS

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the minutes of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE THIRTEEN THE BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE FOURTEEN
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless the Corporation adopts more specific provisions for amendments.

**ARTICLE FIFTEEN
LIMITATION OF ACTIONS**

Upon 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 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 asset not disposed, shall be disposed by the Circuit Court in and for Orange County, Florida or to such organization, as said court shall determine, which are organized and operated exclusively for such purposes

Notwithstanding any other provision of these Articles of Incorporation this Corporation shall not carry on any such 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 provisions of any future United States Internal Revenue laws.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Directors or Officers, but 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 Four.

**ARTICLE SIXTEEN
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

**ARTICLE SEVENTEEN
HEADINGS AND CAPTIONS**

The headings and captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of various Articles shall not be influenced by any of the headings or captions.

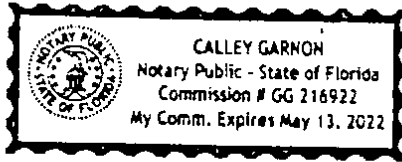
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in and a manner and form sufficient to comply with Florida Statutes on this 21st day of December 2020.

Jacinta M. Mathis
JACINTA M. MATHIS, ESQUIRE
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21 day of December 2020 by JACINTA M. MATHIS, who is personally known to me or produced Florida Driver's License M320-433-56-873-1 and who did (did not) take an oath.



By
02/21/20

Calley Garnon
~~5/13/22~~ Calley Garnon Notary Public
My commission expires 5/13/22

ACCEPTANCE BY REGISTERD AGENT

The undersigned hereby accepts the appointment as Registered Agent of ATHLETICS AND ACADEMIC COACHING, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 21th day of December 2020.

Jacinta M. Mathis
JACINTA M. MATHIS
REGISTERED AGENT