

PETER LANGLEY, III, Attorney at Law

Post Office Box 486
295 Court Street
Bronson, Florida 32621

Phone (352) 486-4292
Fax (352) 486-4321
Email patandpete@worldnet.att.net

February 7, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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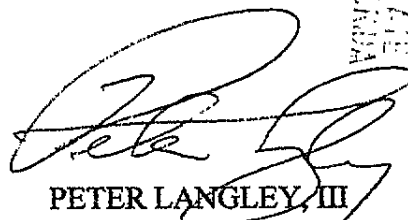
To Whom It May Concern:

Please find enclosed the Original executed Articles of Incorporation of DUNNELLON POP WARNER FOOTBALL & CHEERLEADING, INC. You will also find enclosed my check #2487 for \$78.75 for your fees as follows: \$70.00 for filing fees and \$8.75 for a certified copy fee.

If there are any questions concerning the filing of the enclosed material, please call me at my Bronson office (352-486-4292).

Thank you for your time and attention to these requests, I remain,

Respectfully yours,


PETER LANGLEY, III

FILED
COFEE-9 AM 8:44
DIVISION OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

2/11/2000

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DUNNELLON POP WARNER FOOTBALL &
CHEERLEADING, INC.**

ARTICLE I

CORPORATE NAME

The name of the proposed corporation is **DUNNELLON POP WARNER FOOTBALL & CHEERLEADING, INC.**

ARTICLE II

CORPORATE NATURE

This is a non-profit corporation organized solely for purposes of providing for Pop Warner football and cheerleading recreational opportunities through the Pop Warner Football League for the age-eligible children of the greater Dunnellon, Florida, area.

ARTICLE III

PRINCIPAL OFFICE

The principal office of this non-profit corporation shall be 20319 East Pennsylvania Avenue, Dunnellon, Florida 34432, and the corporation maintains the right to operate at such other locations within the State of Florida and County of Marion as may be advisable, as shall be determined by the Board of Directors.

ARTICLE IV

DURATION

The term of existence of the corporation is perpetual.

ARTICLE V

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed:

- A. Continue to work within the framework of the Pop Warner League to organize, oversee, and maintain football teams and cheerleading squads under the auspices and directions of the Pop Warner League.
- B. To establish itself as a tax exempt organization under the Internal Revenue Code of 1954, as amended, and under any corresponding provisions of any subsequent Federal Tax Laws.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than five (5) persons nor more than twelve (12) persons. The original Board of Directors has been appointed by the existing Pop Warner League association, and those Directors shall hold office for one year terms. Elections for Directors shall be held every year, or as terms of office expire, by the general membership of the corporation within two weeks of the anniversary of the approval of

Page Three
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

the corporation by the Florida Department of State, with the exact date of such election to be set by the bylaws duly adopted. The number of Directors of the corporation shall be determined by bylaws duly adopted.

Any action required or permitted to be taken by the Board of Directors under the provision of law may be taken without a meeting, if every member of the Board shall individually or shall collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names, addresses, and telephone numbers of such initial members of the Board of Directors are as follows:

ANGELA W. DeGEORGE
12025 Southwest 103rd Lane
Dunnellon, Florida 34432
(352) 489-5593

EDDIE DeWITT
10830 North Shady Hills Point
Dunnellon, Florida 34433
(352) 465-7899

KIMBERLY ERINN DeWITT
10830 North Shady Hills Point
Dunnellon, Florida 34433
(352) 465-7899

KIMBERLY B. HANNAH
11722 Mockingbird Drive
Dunnellon, Florida 34432
(352) 465-0579

Page Four
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

ARTHUR MAUCERI
20081 Southwest 83rd Street
Dunnellon, Florida 34432

SUZANNE M. NEELY
13654 Southeast County Road 336
Dunnellon, Florida 34432
(352) 489-4471

SHARON M. PERRY
11510 Southwest 177th Court
Dunnellon, Florida 34432
(352) 489-1655

LORI A. STICHTER
21661 Southwest 102nd Street Road
Dunnellon, Florida 34432
(352) 489-3486

ROBERT D. WILLIAMS
23441 Southwest 118th Street
Dunnellon, Florida 34431
(352) 489-9068

SUSAN M. WILLIAMS
23441 Southwest 118th Street
Dunnellon, Florida 34431
(352) 489-9068

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 IV hereof.

Page Five
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

- B. 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 any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt for Federal Income Tax or by a corporation, contributions to which are deductible under the terms of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law.
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or 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 the terms of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Marion County, Florida, exclusive for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of this corporation.

ARTICLE IX

SUBSCRIBERS

The names, addresses, and telephone numbers of the Subscribers of this corporation are as follows:

ANGELA W. DeGEORGE
12025 Southwest 103rd Lane
Dunnellon, Florida 34432
(352) 489-5593

EDDIE DeWITT
10830 North Shady Hills Point
Dunnellon, Florida 34433
(352) 465-7899

KIMBERLY ERINN DeWITT
10830 North Shady Hills Point
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Page Seven
Articles of Incorporation
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(352) 489-9068

SUSAN M. WILLIAMS
23441 Southwest 118th Street
Dunnellon, Florida 34431
(352) 489-9068

ARTICLE X
AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws adopted, either by a resolution of the Board of

Page Eight
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of the corporation is irrevocably dedicated to religious, educational, and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 12025 Southwest 103rd Lane, Dunnellon, Florida 34432, and the name of its Registered Agent at such address shall be **ANGELA W. DeGEORGE**.

ARTICLE XIII
OFFICERS

There shall be elected by the membership on an annual basis the following officers who shall be responsible for the day-to-day decision making for the Corporation, to-wit: President, Vice-President, Secretary, Treasurer, Parent Coordinator, Scholastic Coordinator, and Cheer Coordinator. The following persons shall hold these offices until the first annual meeting of the

Page Nine
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

Corporation, having been elected by the existing membership of the existing Pop Warner League association in Dunnellon:

EDDIE DeWITT, President
ROBERT D. WILLIAMS, Vice-President
ANGELA W. DeGEORGE, Secretary
KIMBERLY B. HANNAH, Treasurer
LORI A. STICHTER, Parent Coordinator
SUZANNE M. NEELY, Scholastic Coordinator
SHARON M. PERRY, Cheer Coordinator

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a *quorum* of members for their vote in the manner set forth in the Bylaws of this corporation.

The undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 8th day of October, A.D. ~~1998~~ ¹⁹⁹⁹.

**Signed, Sealed, and Delivered
the Presence of:**

Hazel Williams
Witness

Angela W. DeGeorge
ANGELA W. DeGEORGE

Page Ten
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

Levi H. Cocke
Witness

Date: 10/8/99

Ken S. Hest
Witness

William E DeWitt
EDDIE DeWITT

Levi H. Cocke
Witness

Date: 10/8/99

Ken S. Hest
Witness

Kimberly Erinn DeWitt
KIMBERLY ERINN DeWITT

Levi H. Cocke
Witness

Date: 10/8/99

Ken S. Hest
Witness

Kimberly B. Hannah
KIMBERLY B. HANNAH

Levi H. Cocke
Witness

Date: 10/8/99

Ken S. Hest
Witness

Arthur Mauceri
ARTHUR MAUCERI

Page Eleven
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

Jenni R Cooke
Witness

Date: 10/8/99

Vern S. Alford
Witness

Suzanne M. Neely
SUZANNE M. NEELY

Jenni R Cooke
Witness

Date: 10/8/99

Vern S. Alford
Witness

Sharon M. Perry
SHARON M. PERRY

Jenni R Cooke
Witness

Date: 10/8/99

Vern S. Alford
Witness

Lori A. Stichter
LORI A. STICHTER

Jenni R Cooke
Witness

Date: 10/8/99

Vern S. Alford
Witness

Robert D. Williams
ROBERT D. WILLIAMS

Page Twelve
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

Terri L. Cocke
Witness

Date: 10/8/99

[Signature]
Witness

Susan M. Williams
SUSAN M. WILLIAMS

Terri L. Cocke
Witness

Date: 10/8/99

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared ANGELA DeGEORGE, EDDIE DeWITT, KIMBERLY ERRIN DeWITT, KIMBERLY B. HANNAH, ARTHUR MAUCERI, SUZANNE M. NEELY, SHARON M. PERRY, LORI A. STICHTER, ROBERT D. WILLIAMS, and SUSAN M. WILLIAMS, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before that they executed such instruments.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of October 1999 A.D. 1998

Terri L. Cocke
NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 20, 2001
#CC 640335
Bonded thru Troy Fain-Insurance
NOTARY PUBLIC, STATE OF FLORIDA

Page Thirteen
Articles of Incorporation
Dunnellon Pop Warner Football & Cheerleading, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIV

ACCEPTANCE BY RESIDENCE AGENT

I, **ANGELA W. DeGEORGE**, hereby state that I am familiar with and accept the duties and responsibilities as registered agent of the **DUNNELLON POP WARNER FOOTBALL & CHEERLEADING, INC.**


ANGELA W. DeGEORGE