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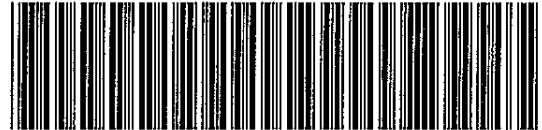
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TALLAHASSEE, FL 32301

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KING & LANCASTER, P.A. ATTORNEYS AT LAW

5975 SUNSET DRIVE • SUITE 703 • SOUTH MIAMI • FLORIDA 33143

TELEPHONE (305) 666-6000 • FAX (305) 666-0474

E-MAIL:attorneys@kingandlanaster.com

MARSHALL KING
KENNETH G. LANCASTER

August 6, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

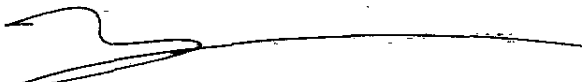
RE: SOUTH FLORIDA TOUCHDOWN CLUB FOUNDATION, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of SOUTH FLORIDA TOUCHDOWN CLUB FOUNDATION, INC., along with an exact copy. Included with the articles is our check in the amount of \$78.75. Please accept for filing the Articles of Incorporation for SOUTH FLORIDA TOUCHDOWN CLUB FOUNDATION, INC., and please return to the undersigned a certified copy of the Articles of Incorporation as well as the date of incorporation in the enclosed stamped envelope. Attached to each of the Articles of Incorporation is an acceptance by the Registered Agent.

I hope you find the documents enclosed complete and suitable for filing. If not, please notify the undersigned immediately.

Very truly yours,



Kenneth G. Lancaster

cc: John Steinbauer
KGL/mm
Enclosures

ARTICLES OF INCORPORATION

OF

THE SOUTH FLORIDA TOUCHDOWN CLUB FOUNDATION, INC.

ARTICLE I - NAME

The name of this corporation is:

THE SOUTH FLORIDA TOUCHDOWN CLUB FOUNDATION, INC.

ARTICLE II - ADDRESS

The principal address of this corporation is:

3785 NW 82 Ave., Miami, FL 33166.

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, as more fully set forth below, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

A. To promote and foster national and international amateur sports competition, but without providing athletic facilities or equipment.

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B. To promote and encourage all kinds of field and athletic sports, to promote the education of athletes and to promote and facilitate educational scholarships for student athletes.

C. To relieve the poor, heal the sick and aid the distressed and helpless; to promote education and scholarship; to promote the values of sportsmanship, physical fitness and good character development.

ARTICLE V - LIMITATIONS ON FUNDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, trustees, 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. 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 the Articles, the corporation shall not carry on

any other activities not permitted to be 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 VI - DISSOLUTION/ASSET DISTRIBUTION

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 state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such organizations, as the Court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE VII - MANAGEMENT

A Board of Directors of at least four (4) Members, who shall elect a President, a Vice President, a Secretary and a Treasurer, shall manage the affairs of this not-for-profit corporation. The elected officers, together with such other officers or boards as may be designated in the bylaws of the corporation, shall run the day-to-day operation of the organization. The Board of Directors shall be elected annually by the members of the corporation in a manner prescribed in the bylaws of the corporation.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

JOHN R. STEINBAUER, 3785 SW 82 Ave., Miami, FL 33166.

I hereby accept appointment as registered agent and to accept service of process for the above named corporation at 3785 SW 82 Ave., Miami, FL 33166, and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent.



JOHN R. STEINBAUER

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ARTICLE IX - MEMBERS

The qualifications and manner of admittance shall be prescribed by the bylaws of the corporation. The bylaws may provide for the division of the membership in classes or groups. The qualification for membership set forth in the bylaws shall not discriminate on the basis of race, creed or color.

ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these Articles is:

JOHN R. STEINBAUER, 3785 SW 82 Ave., Miami, FL 33166.

ARTICLE XI - BY-LAWS

The bylaws of this corporation shall be made by the members of the corporation, and may only be adopted, altered, rescinded or amended in whole or part, by a majority affirmative vote of those members present at any regular meeting, or any special meeting where such action has been announced in the call and notice of said meeting.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is

subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of August 2003.

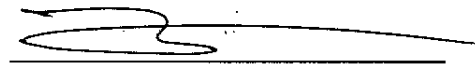

JOHN R. STEINBAUER

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 6 day of August, 2003, by JOHN R. STEINBAUER, who is personally known to me or who has produced _____, as identification who did take an oath.

NOTARY PUBLIC:

Sign: 

Print: _____

STATE OF FLORIDA AT LARGE

My Commission Expires:

(Seal)