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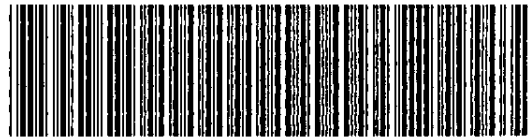
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2011 JAN 25 PM 1:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB 1-27-11

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Jupiter-Tequesta Athletic Association, Inc.

DOCUMENT NUMBER: 713193

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Fenn Foster
(Name of Contact Person)

Foster + Fuchs, P.A.
(Firm/ Company)

4425 Military Trail, #109
(Address)

Jupiter, FL 33458
(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lisa Bogatin at (561) 799-6797
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

JUPITER-TEQUESTA ATHLETIC ASSOCIATION, INC.

FILED
2011 JAN 25 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUPITER-TEQUESTA ATHLETIC ASSOCIATION, INC., a Florida non-profit corporation incorporated under the laws of the State of Florida on August 15, 1967, hereby amends and restates its Articles of Incorporation ("Articles" as amended and restated herein) pursuant to Section 617.1006 and 617.1007, Florida Statutes, and its Articles of Incorporation, as amended, as follows:

ARTICLE I

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be Jupiter-Tequesta Athletic Association, Inc. ("JTAA" or "Corporation"), and its principal place of business is: 3377 Washington Street, Jupiter, Florida 33458. The Mailing Address for the Corporation is: P. O. Box 3024, Tequesta, Florida 33469-3024.

ARTICLE II

MEMBERS

The Corporation shall have members and may issue membership certificates. The Corporation shall not issue shares of stock. The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other

rights and privileges of members, the liability of members for dues or assessments, if any, and the termination of membership, shall be as set forth in the Bylaws of this Corporation.

ARTICLE III

DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV

PURPOSES

The purposes for which this Corporation is organized are exclusively:

- A. To engage in and transact any lawful business under the Florida Not-For-Profit Corporation Act and to do such other things as are incidental to the purposes of Not-For-Profit Corporations, or necessary or desirable in order to accomplish them;
- B. To promote and encourage youth participation in sports; to provide a variety of athletic activities and events for school age children and to help all participants to develop strong and healthy minds and bodies; while promoting sportsmanship, skills, an understanding of and respect for the rules of various sports; instill the importance of teamwork and values, teach respect for authority and society, develop character, confidence and a positive self image, courage in defeat and modesty in victory; to conduct training and educational opportunities; to promote the building of lifetime physical activity and health and to provide an enjoyable experience for each youth participant so that they may develop into good citizens with a positive self image and a better ability to reach their potential in life, to manage and operate athletic facilities; and

- C. Notwithstanding anything contained herein to the contrary, the purposes for which JTAA is organized is exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended, or corresponding section of any future federal tax code and the Regulations promulgated thereunder.
- D. The territory in which the operations of the Corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE V

POWERS

In carrying out its Purposes, the Corporation shall be empowered to:

- A. Have succession by its corporate name for the period set forth in these Articles.
- B. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- C. Adopt and use a common corporate seal and alter the same, provided that such seal shall contain the words "corporation not for profit."
- D. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- E. Adopt, change, amend and repeal By-Laws not inconsistent with Law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers.

- F. Increase or decrease, by a vote of its Board of Directors cast as the By-Laws may direct, the number of its Directors, Managers or Trustees so that the number shall not be less than three (3).
- G. Make contracts, incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
- H. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Laws of Florida, in any state, territory, district, or possession of the United States or any foreign country.
- I. Purchase, take, receive, lease, take by gifts, devise, or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- J. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- K. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- L. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States,

or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

- M. Lend money for its corporate purposes, and invest or reinvest its funds.
- N. Make grants, gifts, contributions and donations for the public welfare or for charitable, religious, scientific, literary and educational, or other similar purposes.
- O. Have and exercise all powers necessary or convenient to effect any or all of the objects and purposes for which the Corporation is organized.
- P. Do all things and exercise all powers and emergency powers as set forth in Sections 617.0302 and 617.0303, Florida Statutes, as may be amended from time to time.
- Q. Solicit and raise funds and sums of money for carrying into effect or furtherance of the objects and purposes of this non-profit corporation, in any manner or activity allowed by these Articles, the By-Laws of the Corporation and permitted under the laws of the State of Florida and of the United States of America.
- R. Contract for the operation or management of any part of the operations or facilities; contract for the operation of concessions, or other goods and services; advertise and promote within or without the State the activities, programs and events of the Corporation, and secure sponsorships.
- S. Engage in such pursuits, and exercise any and all lawful powers conferred upon corporations, both for profit and not for profit, under Florida law, as may be necessary or incidental, or which may aid and assist, in carrying out the Corporations' purposes, provided, however, that this Corporation is not

empowered to engage in any activity that in itself is inconsistent with the purposes set forth hereinabove.

- T. Alone, or in cooperation with other persons or organizations, do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Association may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code.
- U. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to or limit or restrict in any manner the powers of the Corporation as are granted to it by the laws of the State of Florida, or the Constitution and of the United States of America.
- V. In general, and subject to such limitation and conditions as are or may be prescribed by law, to exercise such other powers conferred or which hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the objects and purposes of the Corporation, subject to the further limitation and condition that notwithstanding any other provision of these Articles of Incorporation, ONLY such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may

hereafter be amended and by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

- W. Other provisions of these Articles notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law or regulation, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law.

ARTICLE VI

INCORPORATORS

The name and address of the original incorporators to the Articles of Incorporation are as fully set forth in said original Articles of Incorporation, which provision is incorporated herein by reference.

ARTICLE VII

MANNER OF ELECTION OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. 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 (3). The method and manner in which directors are to be elected

or appointed shall be as stated in the Bylaws. Vacancies shall be filled as provided by the Bylaws.

ARTICLE VIII

OFFICERS AND COMMITTEES

The officers of this Corporation shall be as set forth in the Bylaws. The qualifications, the time and manner of electing or appointing, the duties of, the terms of the office, and the manner of removing officers shall also be as set forth in the By-Laws. Committees may be specified in the By-Laws or may be appointed from time to time by the Board of Directors as more fully set forth in the Bylaws.

ARTICLE IX

BYLAWS

The Bylaws of the Corporation shall be made, altered, or rescinded by a two-thirds (2/3) vote of the Corporation's Board of Directors.

ARTICLE X

REGISTERED AGENT AND OFFICE

The name of this Corporation's registered agent, who has accepted in writing such appointment, and the address of the registered office in the State of Florida, is:

Troy Holloway
1907 Commerce Lane, Suite 101
Jupiter, FL 33458

ARTICLE XI

LIMITING POWERS CLAUSE

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 the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII

DISSOLUTION

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 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 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 purposes or to such organization or organizations, or governmental entities, as said Court shall determine.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation and any amendment thereto may be proposed and adopted by a two-thirds (2/3) vote of the Corporation's Board of Directors. Members of the Corporation are not entitled to vote on any proposed amendment to these Articles of Incorporation.

ARTICLE XIV

INDEMNIFICATION

This Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a Director, Officer, Employee, or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including and appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, Employee, or Agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner the or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Any indemnification shall be made by the Corporation only as authorized in this specific case upon the determination that indemnification of the Director, Officer, Employee, or Agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. Such determination shall be

made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such proceeding.

Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

Notwithstanding the foregoing or anything contained herein to the contrary, it is intended that the Corporation be an organization the officers, directors, employees, volunteers, and agents of which enjoy immunity from civil liability to the extent provided by Chapter 617, Florida Statutes, as amended, and any other applicable law.

These Amended and Restated Articles of Incorporation, and the amendments incorporated herein, were duly adopted by the Board of Directors on the 10th day of January, 2011, and became effective on that day, and the number of votes cast was in excess of two-thirds (2/3rds) vote of the total number of Directors and was therefore sufficient for approval. There are no members of the Corporation that are entitled to vote on the amendments.

IN WITNESS WHEREOF, we the undersigned have hereunto set our hands and seals to the foregoing Amended and Restated Articles of Corporation at Jupiter, Florida this 11th day of January, 2011.

JUPITER-TEQUESTA ATHLETIC ASSOCIATION, INC.

By: 
Troy Holloway, its President and Director

ATTEST:

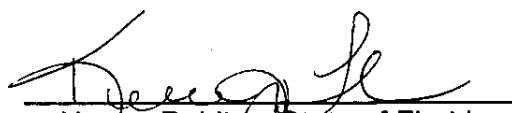
By: 
Bill Bymel, its Secretary and Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments and administer oaths, personally appeared, TROY HOLLOWAY, as ~~President and~~ Director of Jupiter-Tequesta Athletic Association, Inc., [] personally known to me to be the person described therein or [] who has produced his _____ as identification and executed and the foregoing instrument and he acknowledged before me that he executed the same and did (X) did not () take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this Jan day of 11, 2011.

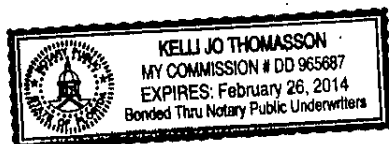



Notary Public - State of Florida

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments and administer oaths, personally appeared, BILL BYMEL, as Secretary and Director of Jupiter-Tequesta Athletic Association, Inc., (X) personally known to me to be the person described therein or [] who has produced his _____ as identification and executed and the foregoing instrument and he acknowledged before me that he executed the same and did (X) did not () take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this Jan day of 11, 2011.




Notary Public - State of Florida