

NO000000004530

MARK A GIBSON

Requester's Name

5904-D MAUSSER Dr

Address

Orlando FL 32822

City/State/Zip

Phone #

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 JUL 27 PM 4:40

FILED

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

W-16573
6/26/89



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 29, 2000

MARK A. GIBSON
5904-D MAUSSER DR.
ORLANDO, FL 32822

SUBJECT: A.B.I.L.I.T.Y. SPORTS, CORP.
Ref. Number: W00000016573

We have received your document for A.B.I.L.I.T.Y. SPORTS, CORP. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 300A00036658

NO PERIOD AFTER
THE LETTER A IN ACRONYM

ARTICLES OF INCORPORATION

for

A B.I.L.L.I.T.Y. SPORTS, CORP.

FILED
00 JUL -7 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned persons of age twenty-one years or older, acting as incorporators of a Florida Not For Profit Corporation, adopt the following Articles of Incorporation pursuant to Chapter 617, of Title 34 of the statutes of the State of Florida.

ARTICLE I

The name of the corporation shall be A B.I.L.L.I.T.Y. SPORTS, CORP. (The acronym A B.I.L.L.I.T.Y. will mean - A Better Image Lasting In Today's Youth)

ARTICLE II

The principal place of business and mailing address will be 5904-D Mausser Drive, Orlando, Florida 32822

ARTICLE III

The purpose for which this corporation is organized is exclusively *recreational, educational and/or charitable* as described in Section 501(c)(3) of the Internal Revenue Code dated 1986. This includes, but is not limited to the organization, maintenance and supervision of the office center, as well as;

- A. To provide recreation and organized sports leagues for all.
- B. To primarily assist minority and inner-city youth in sports.
- C. To provide sports training and educational camps, clinics and/or other events.
- D. To set up, run and/or have fund-raisers to benefit *A B.I.L.L.I.T.Y. SPORTS, CORP.* and other not for profit agencies.
- E. To provide recreation, services and assistance to benefit all, thus bringing families and the community together.

In furtherance, but not in limitation of the foregoing purposes, the corporation shall have the power and authority:

- A. To receive assistance, monies (as grants or otherwise), real or personal property and/or any other form of contributions, gifts, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objectives and purposes of this corporation; to enter into agreements or contracts for contributions to the corporation for its objectives and purposes, provided the gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.

B. To distribute, in the manner, form and method and by 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 furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes.

C. 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.

D. Each and all of the objectives, purposes and powers of the corporation shall be exercised, construed and limited in their application to accomplish the purpose for which this corporation is formed.

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(3)(c) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

A B.I.L.L.I.T.Y. SPORTS, CORP. shall not carry on propaganda or otherwise attempt in any way to influence legislation or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate or public office.

ARTICLE IV

The corporations shall not have members.

ARTICLE V

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 three) shall be as provided in the bylaws.

ARTICLE VI

The regulation of internal affairs of the corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its Directors or Officers, except that the corporations shall be and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- B. Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows;

- a. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
- b. Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements;
- c. All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more charitable, education or scientific organizations which are described in Section 501 (c) (3) and to which deductible contributions can be made under Sections 170 (c) (2), 2522 (a) as the Board of Directors shall select.

All statutory references herein are to the Internal Revenue Code of 1986 (or the corresponding provisions of the future United States Internal Revenue law).

ARTICLE VII

Members of the Board of Directors 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 (1) a member of the administrative staff of the Corporation or (2) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of 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.

ARTICLE VIII

Every director and officer of the Corporation shall be indemnified by the Corporation reasonable incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) 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 director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgement, 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 by law. Appropriate liability insurance may be provided for every director, officer and agent of the Corporation in amounts determined from time to time by the Board of Directors.

ARTICLE IX

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE X

The number of persons constituting the first officers on the Board of Directors shall not be less than three (3). The names and addresses of the officers, who are to serve until the first election under the Articles of Incorporation, are:

Founder/Chairman and C.O.O.

Mark A. Gibson
5904-D Mausser Drive
Orlando, Florida 32822

President/Director of Marketing

Joseph M. Acosta
861 Alton Avenue
Winter Park, Florida 32804

Vice President/Director of Event Activities

Toney Williams
498 Lancers Drive
Winter Springs, Florida 32708

ARTICLE XI

The bylaws may be made, altered or rescinded by majority vote of the Board of Directors at any meeting at which time a quorum is present. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the Board of Directors at any meeting at which time a quorum is present.

ARTICLE XII

The name and residence of the initial Registered agent of this corporation is:

Mark A. Gibson
5904-D Mausser Drive
Orlando, Florida 32822

ARTICLE XIII

The name and residence of the incorporator of this corporation is:

Mark A. Gibson
5904-D Mausser Drive
Orlando, Florida 32822

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Mark A. Cole
Signature of Registered Agent

7-6-00
Date

Mark A. Cole
Signature of Incorporator

7-6-00
Date

FILED
00 JUL -7 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA