

NO0000005757

Shelley B. Maurice, P.A.

SHELLEY B. MAURICE, ESQ.
MEMBER OF THE FLORIDA BAR AND
UNITED STATES DISTRICT COURT BAR

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOYNTON OFFICE:
THE VILLAGE SQUARE
11076 SOUTH MILITARY TRAIL
BOYNTON BEACH, FLORIDA 33436

DELRAY OFFICE:
125 N. SWINTON AVE.
DELRAY BEACH, FLORIDA 33444

August 25, 2000

VIA FEDERAL EXPRESS

TELEPHONE (561) 738-5200
TELECOPIER (561) 738-5273

Office of Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

Re: West Boynton Athletic Association, Inc.
Articles of Incorporation
A Florida Nonprofit Corporation
Our File No. I00-086

000003374740--3
-08/28/00--01091--015
*****70.00 *****70.00

Dear Sir or Madame:

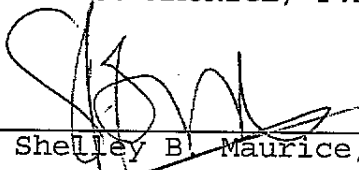
Enclosed are Articles of Incorporation, in duplicate, for the above designated corporate entity (Florida, nonprofit), with Designation of Registered Agent and Office, and Acceptance of Registered Agent incorporated in the Articles, titled: Article XII. Registered Agent and Office. My check payable to the Florida Department of State, Corporations Division, in the sum of \$70.00, representing \$35.00 filing fee and \$35.00 Registered Agent designation, is also enclosed.

Please note the date of formation was May 16, 2000 and we ask that, if at all possible, your records reflect same. Your prompt attention in providing this office with the charter document and conformed copy of the Articles showing filing information will be greatly appreciated. A return Federal Express envelope is enclosed for your convenience in returning the charter information by return delivery in the federal express envelope provided.

Thank you in advance for your prompt attention.

Very truly yours,

SHELLEY B. MAURICE, P.A.

By: 
Shelley B. Maurice, Esq.

gm
Enclosures

PH
8/30/00

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ARTICLES OF INCORPORATION

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of
WEST BOYNTON ATHLETIC ASSOCIATION, INC. SECRETARY OF STATE
(NOT FOR PROFIT CORPORATION) TALLAHASSEE, FLORIDA

ARTICLE I. Corporate Name: The name of this corporation is WEST BOYNTON ATHLETIC ASSOCIATION, INC. The mailing address of the corporate office shall be 7624 Oakboro Drive, Lake Worth, FL 33467.

ARTICLE II. Corporate Nature: This is a nonprofit corporation, organized solely for general sports activity for minors pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III. Duration: The term of existence of the corporation is perpetual.

ARTICLE IV. General and Specific Purposes: The specific and primary purposes for which this corporation is formed are:

(a) The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida, including guidance and leadership for sports programs for youth and related activities, within and without the State of Florida.

(b) for maintaining and conducting sports activities for minors to promote, develop, supervise and voluntarily assist in all lawful ways, the interests of those who participate in sports activities; and

(c) to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V. Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation are as follows:

April Lyon
7624 Oakboro Drive
Lake Worth, FL 33467

ARTICLE VI. Management of Corporate Affairs:

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be four, initially; provided, however, that such number may be changed by a bylaw duly adopted by the members, but shall not be less than four.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held each year at the times and/or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or 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 action 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 and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
April Lyon	7624 Oakboro Drive Lake Worth, Florida 33467
Richard S. Dewalt	6300 Windchime Place Boynton Beach, Florida
Lori Uccello	8236 Little Beth Drive East Boynton Beach, Florida 33467
Robyn Hirsch	7094 Davitt Circle Lake Worth, Florida 33467

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
April Lyon- President	7624 Oakboro Drive Lake Worth, Florida 33467
Richard S. Dewalt- Vice President	6300 Windchime Place Boynton Beach, Florida
Lori Uccello- Secretary	8236 Little Beth Drive East Boynton Beach, Florida 33467
Robyn Hirsch Treasurer	7094 Davitt Circle Lake Worth, Florida 33467

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.

(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 (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (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 of 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 section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX. Membership:

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the directors may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an approved application by the membership committee for approval and acceptance by the Board of Directors.

ARTICLE X. Subscribers: The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
April Lyon	7624 Oakboro Drive Lake Worth, Florida 33467
Richard S. Dewalt	6300 Windchime Place Boynton Beach, Florida
Lori Uccello	8236 Little Beth Drive East Boynton Beach, Florida 33467

Robyn Hirsch

7094 Davitt Circle
Lake Worth, Florida 33467

ARTICLE XI. Amendment of Articles: 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 shareholders is subject to this reservation.

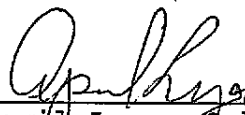
ARTICLE XII. Amendment of Bylaws: Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XIV. Dedication of Assets: The property of this corporation is irrevocably dedicated to promoting sports activities for minors, 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 XV. 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.

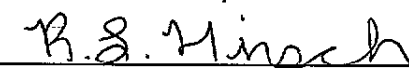
We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 14 day of May, 2000.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 14 day of May, 2000.


April Lyon, Subscriber

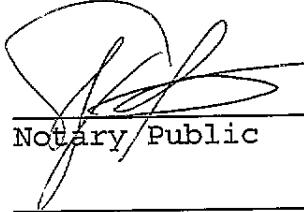

Richard S. Dewalt, Subscriber


Lori Uccello, Subscriber


Robyn Hirsch, Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

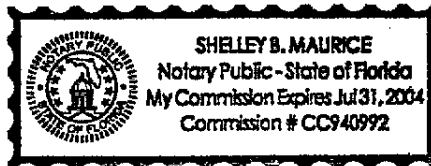
The foregoing instrument was acknowledged before me this 16
day of May, 2000, by April Lyon, Richard S. Dewalt,
Lori Uccello and Robyn Hirsch, as subscribers, and by April Lyon,
as Registered Agent, who are personally known to me or who have
produced driver's licenses as identification and who
did/did not take an oath.



Notary Public

(Name typed, printed or stamped)

My commission expires:



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CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,
the following is submitted:

West Boynton Beach Athletic Association, Inc., desiring to
organize under the laws of the State of Florida with its initial
corporate address as indicated in the Articles of Incorporation, at
P.O. Box 740123, Boynton Beach, Florida, County of Palm Beach,
State of Florida 33474-0123 has named APRIL LYON as its registered
agent to accept service of process within this state, at the
initial registered office located at 7625 Oakboro Drive, Lake
Worth, Florida 33467, County of Palm Beach, State of Florida.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above
corporation for the purpose of accepting service of process at the
registered agent's office so designated in this certificate, I
hereby accept such appointment and acknowledge that I am familiar
with and accept the obligations and responsibilities of such office
as provided for in Florida Statutes 607.0505.



April Lyon Registered Agent