

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

# NO10000003492

South Florida Girls Basketball  
Foundation, Inc.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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TALLAHASSEE, FLORIDA  
2001 MAY 18 AM 10:37  
TO: JAMES H. JOSE  
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Signature \_\_\_\_\_

Requested by: SJL

Name

5/18/01  
Date

9:45  
Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_  
☐ LTD Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☐ L.C. File \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_  
☐ Trade/Service Mark \_\_\_\_\_  
☐ Merger File \_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
☐ RA Resignation \_\_\_\_\_  
☐ Dissolution / Withdrawal \_\_\_\_\_  
☐ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
☐ Photo Copy \_\_\_\_\_  
☐ Certificate of Good Standing \_\_\_\_\_  
☐ Certificate of Status \_\_\_\_\_  
☐ Certificate of Fictitious Name \_\_\_\_\_  
☐ Corp Record Search \_\_\_\_\_  
☐ Officer Search \_\_\_\_\_  
☐ Fictitious Search \_\_\_\_\_  
☐ Fictitious Owner Search \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search **J. BRYAN MAY 18 2001**  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION**

**OF**

**SOUTH FLORIDA GIRLS BASKETBALL FOUNDATION, INC.**

The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**

Name

The name of the corporation (the "Corporation") shall be:  
South Florida Girls Basketball Foundation, Inc.

**ARTICLE II**

Principal Place of Business and Mailing Address

The principal place of business and the mailing address of the Corporation shall be:

2000 South Bayshore Drive  
Villa 18  
Coconut Grove, Florida 33133

**ARTICLE III**

Purposes

The purposes for which the Corporation are formed are:

- a. To promote competitive teenage girls national and international basketball programs.
- b. To raise funds for the purpose of enhancing girls basketball competition.
- c. To provide funds for uniforms, equipment, coaching and travel expenses to basketball tournaments.

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d. To network with other teenage girls basketball programs.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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 corresponding section of any future federal tax code.

#### ARTICLE IV

##### Management of the Corporation

a. Members. Membership in the Corporation shall be open to any person desiring to promote the goals of the Corporation without regard to race, color, creed or national origin.

b. Board of Directors. The powers of the Corporation shall be exercised, under the authority of and its affairs conducted, by a Board of Directors, elected by the members of the Corporation. The director(s) must be member(s) of the Corporation. The number of directors of the Corporation shall be a minimum of three and a maximum of five. The number of directors may be increased or decreased from time to time by amendment to the Articles of Incorporation.

Each member of the Board of Directors shall serve a term of one year.

The names and addresses of the first members of the Board of Directors are as follows:

William Terry Williams, 2000 S. Bayshore Drive, Villa 18, Coconut Grove, Florida 33133.

Christine D. Williams, 2000 S. Bayshore Drive, Villa 18, Coconut Grove, Florida 33133.

William M. Sullivan, 17901 SW 89<sup>th</sup> Avenue, Miami, Florida 33157.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held on Monday, June 4, 2001, at seven o'clock p.m. at 2000 S. Bayshore Drive, Villa 18, Coconut Grove, Florida 33133, at which time an election of officers and directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve until the next annual meeting of members and until the qualification of the successors in office. Annual meetings of members shall be held on the first Monday in May of each year at the principal office of the Corporation, or at such other place or time 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 actions. 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 By-Laws of the Corporation authorize the directors to so act.

Vacancies occurring on the Board prior to the expiration of any term shall be filled for the balance of that term by nomination of one or more of the members of the Board of Directors, approval for which should be accomplished by a majority vote of the entire Board members. Directors shall serve without compensation.

c. Officers. The members of the Corporation shall elect the following officers: President, Vice President, Secretary, and Treasurer and any other such officer as the By-Laws of the Corporation may authorize the members to elect from time to time. Initially, such officers shall be elected at the first meeting of the Corporation.

## **ARTICLE V**

### **Limitation of Corporate Powers**

The corporate powers of the Corporation are as provided in Section 617.0302 Florida Statutes except as limited by this Article V. No part of the net earnings or contributions 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 III hereof.

## **ARTICLE VI**

### **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 Code, or the 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 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 purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

### **Indemnification**

The Corporation shall indemnify each director and officer of the Corporation against any and all expenses reasonably incurred by him/her in connection with, or arising out of, any action, suit or proceeding of any kind in which he/she may be involved, or is threatened to be made a party, by reason of the fact that he/she is or was a director or officer of the Corporation (whether or not he/she continues to be a director or officer at the time such expenses are incurred) to the fullest extent permitted by law.

**ARTICLE VIII**

**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 directors for their vote. Amendments may be adopted by the vote of three quarters of a quorum of the Directors of the Corporation.

**ARTICLE IX**

**Initial Registered Agent and Street Address**

The name and the street address of the initial registered agent is:

William Terry Williams  
2000 S. Bayshore Drive  
Villa 18  
Coconut Grove, Florida 33133

**ARTICLE X**

**Incorporator**

The name and the street address of the incorporator for these Articles of Incorporation is:

William Terry Williams  
2000 S. Bayshore Drive  
Villa 18  
Coconut Grove, Florida 33133

The undersigned Incorporator has executed these Articles of Incorporation this 17 day of May, 2001.

  
William Terry Williams

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF DADE        )

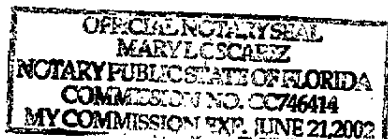
BEFORE ME, the undersigned authority, personally appeared William Terry Williams, to me known to be the person who subscribed to the foregoing Articles of Incorporation of South Florida Girls Basketball Foundation, Inc., and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 14 day of May, 2001.

Mary L. Oscariz  
NOTARY PUBLIC, STATE OF FL.

MARY L. OSCARIZ

S E A L  
My Commission Expires:



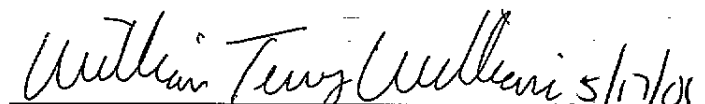
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That South Florida Girls Basketball Foundation, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, at the City of Coconut Grove, County of Dade, State of Florida, has named William Terry Williams, 2000 S. Bayshore Drive, Villa 18, Coconut Grove, Florida 33133, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
William Terry Williams  
REGISTERED AGENT

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