

# No 1000008947

Date 12-20-01 FedEx Tracking Number 825674864761

Sender's Name Larry W. Hanson Phone 904 534-9999

Company FERNANDO BRYANT

Address 751 SHIPWATCH DR E

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-12/21/01--01036--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

City JACKSONVILLE State FL ZIP 32225

Our Internal Billing Reference

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE

- |                                    |                                       |  |
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| <input type="checkbox"/> Walk in   | <input type="checkbox"/> Pick up time | <input type="checkbox"/> Certified Copy        |
| <input type="checkbox"/> Mail out  | <input type="checkbox"/> Will wait    | <input type="checkbox"/> Certificate of Status |
| <input type="checkbox"/> Photocopy |                                       |  |

### NEW FILINGS

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

### AMENDMENTS

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

### OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

### REGISTRATION/QUALIFICATION

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

10-26-01  
Examiner's Initials B.

ARTICLES OF INCORPORATION  
of  
*25-SPORTS Foundation, Inc.*  
A Nonprofit Corporation

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE I  
NAME OF CORPORATION

The name of the Corporation is 25-SPORTS Foundation, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 25-SPORTS Foundation, Inc., 751 Shipwatch Drive, Jacksonville, Florida 32225.

ARTICLE III  
PURPOSE AND POWERS

Purpose: The specific purposes for which this corporation is organized shall be to help inner city kids by promoting sports and other mentoring programs that build character, teach discipline, and encourage good health and education.

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 United States Internal Revenue law.

Powers: In addition to the powers specifically provided by state law, the Corporation shall have and may exercise all powers necessary or convenient to affect its purpose.

ARTICLE IV  
MANNER OF ELECTION

The initial directors for the 25-SPORTS Foundation, Inc will be appointed by the Foundation's founder / board chairperson. Subsequent directors will be elected by majority vote of existing directors or will be appointed by founder / board chairperson.

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**ARTICLE V**  
**INITIAL DIRECTORS / OFFICERS**

The number of Directors constituting the Board of Directors is four (4) and name and addresses of the Directors to serve until the first annual meeting or successors are elected and qualified are:

Fernando Bryant 751 Shipwatch Drive Jacksonville, FL 3222	Founder / Board Chair
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Tiffany Howe 751 Shipwatch Drive Jacksonville, FL 32222	Board Member
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Ty Bryant 751 Shipwatch Drive Jacksonville, FL 32222	Board Member
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Niki McClinton 751 Shipwatch Drive Jacksonville, FL 32222	Board Member
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The personal liability of directors for fiduciary breaches of care to the corporation shall be eliminated, or, in the alternative, limited to the extent that the elimination of limitation of personal liability of directors is permitted by Florida law, as well as by any statutory amendments that expend the elimination or limitation of such liability.

**ARTICLE VI**  
**REGISTERED AGENT AND STREET ADDRESS**

The name and address of the Registered Agent and office is Larry Williamson, 751 Shipwatch Drive, Jacksonville, FL 32225.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is Fernando Bryant, 751 Shipwatch Drive, Jacksonville, FL 32225.

**ARTICLE VIII**  
**DURATION OF CORPORATION**

The duration of the corporation is perpetual, unless otherwise stated.

## ARTICLE IX MEMBERS

Membership shall consist only of the members of the board of directors.

## ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Pursuant to applicable state law, each Director, Officer, Employee, fiduciary or Agent of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved or to which he/she may be made party by reason of his/her being or having been a Director, Officer, Employee, fiduciary or Agent of the Corporation, or at its request of any other corporation of which it is a shareholder or creditor and from which he is not entitled to be indemnified (whether or not he/she continues to be a Director, Officer, Employee, fiduciary or Agent at the time of imposing or incurring such expenses), except in respect of matter as to which he/she shall be finally adjudged in such action, suits or proceeding to be liable for negligence or misconduct. Subject to applicable state law, in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matter covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled under applicable state law.

## ARTICLE XI ADDITIONAL PROVISIONS

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section

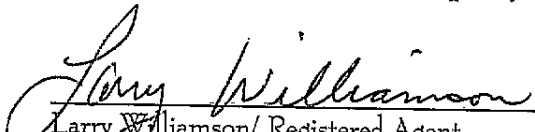
501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

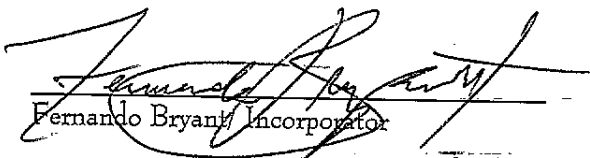
IN WITNESS THEREOF, the undersigned incorporator(s) executed these Articles of Incorporation on this 18 day of December 2001 at Jacksonville, Florida.

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

  
Larry Williamson/ Registered Agent

12/18/01  
Date

  
Fernando Bryant/ Incorporator

12/18/01  
Date