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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CO1-9-3
602-34883
W02-35916

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Collegiate Prospects Development Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)
(CPDG)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: EVERARD W. MORGAN
Name (Printed or typed)

6231 CANVASBACK LN.
Address

ORLANDO FL. 32810
City, State & Zip

407-297-7213
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 26, 2002

EVERARD W. MORGAN
6231 CANVASBACK LN
ORLANDO, FL 32810

SUBJECT: COLLEGIATE PROSPECTS DEVELOPMENT GROUP, INC.
Ref. Number: W02000035916

We have received your document for COLLEGIATE PROSPECTS DEVELOPMENT GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please accept our apology for failing to mention this in our previous letter.

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 502A00067484

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME/REGISTERED OFFICE

The name of this corporation shall be: Collegiate Prospects Development Group, Inc. (Hereinafter called the "Corporation") The corporation's registered office is located at: 6231 Canvasback Lane, Orlando, FL 32810

ARTICLE II PRINCIPAL OFFICE LOCATION

The office of the corporation shall be at 6231 Canvasback Lane, Orlando, FL 32810 or at such other place as may be established by the Board of Directors.

ARTICLE III PURPOSE

A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. This corporation is organized exclusively for education and the promotion of disadvantaged youth in their athletic and educational endeavors within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall seek out disadvantaged youths who show athletic and academic promise for the purpose of assisting them to continue their education through scholarships, gifts, and the like. To organize, coordinate and support sport athletic leagues. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

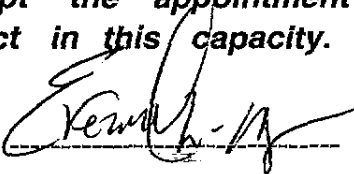
ARTICLE IV REGISTERED AGENT/ OFFICE LOCATION

The name and address in the State of Florida of this corporation's initial agent for service of process is: The corporation's registered office is located at: 6231 Canvasback Lane, Orlando, FL 32810

Everard W. Morgan
6231 Canvasback Lane,
Orlando, FL 32810

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.

Signature/Registered Agent



Date

12/12/02

ARTICLE V LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE VI DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII DIRECTORS/MEMBERS

The Corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

1. EVERARD W. MORGAN PRESIDENT /SECRETARY
6231 Canvasback Lane, Orlando, FL 32810
2. ERNESTINE S. MORGAN TREASURER
6231 Canvasback Lane, Orlando, FL 32810
3. RUBY N. MORGAN VICE PRESIDENT
6231 Canvasback Lane, Orlando, FL 32810

ARTICLE VIII ASSETS/PROPERTY

The assets and property of this corporation is irrevocably dedicated to charitable purposes 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 person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

ARTICLE IX DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 X AMENDMENTS TO BYLAWS

The Board of Directors of the Corporation may amend these Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes.

Upon written or oral notice, the Articles of Incorporation may be amended, altered, or rescinded by a majority vote of the Board of Directors of the Corporation, in accordance with procedures established by the Bylaws.

ARTICLE XI MEMBERSHIP

A. The Corporation shall have one or more classes of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws.

B. Board of Directors of the Corporation ~~can~~ remove any class membership as shall be stated in the bylaws.

ARTICLE XII APPOINTMENTS / REMOVALS

The initial Board of Directors of the Corporation shall be appointed by the Incorporator at the organizational meeting of the Corporation. Appointments and Removals of Members or Board Members shall be as stated in the bylaws.

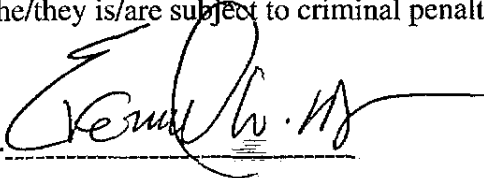
ARTICLE XIII INCORPORATOR

The incorporator of this corporation is:

Everard W. Morgan
6231 Canvasback Lane,
Orlando, FL 32810

The undersigned incorporator certifies both that she/he/they execute these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she/he/they is/are subject to criminal penalties for perjury.

Signature/Incorporator



Date

12/17/02