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TRANSMITTAL LETTER

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

SUBJECT: KIVA SOCCER, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: JONATHAN E. PHELPS
Name (Printed or typed)

1720 FOSSIL DR.
Address

ENGLEWOOD FL. 34223
City, State & Zip

1-941-475-3221
Daytime Telephone number

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

Articles of Incorporation
of
Kiva Soccer, Inc.
A Florida Nonprofit Corporation

Article I
Name

The name of the corporation shall be; ***Kiva Soccer, Inc.***

Article II
Address

The principal mailing address of this corporation shall be; *1720 Fossil Drive, Englewood Florida, 34223*

Article III
Objects and Purposes

General Objects and Purposes

The objects and purposes for which this corporation is established are solely for those exempt purposes as defined in Section 501(c)(3) of the Internal Revenue Code, and specifically do not include pecuniary profit, gain or private advantage for the incorporators, directors, officers or for the corporation, and it is organized solely for charitable, educational and athletic purposes. No part of the assets or income of the corporation shall inure to the benefit of any private individual, no substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding that this corporation shall be authorized to and shall make reasonable charges for any services rendered by it or for materials or publications furnished by it, all funds received by this corporation for its service materials or publications or otherwise in excess of the cost of its operation shall be held in trust for the accomplishments of its objects and purposes. Such objects and purposes may include, insofar as they are within the limitations of section 501(c)(3) of the Internal Revenue Code, and the General nature of the corporation shall be:

1. Purpose. The purpose of ***Kiva Soccer, Inc.*** is to promote the development of the youth in the Southwest Florida area, by providing *mentoring, guidance, instruction, coaching and training; and promoting and organizing amateur soccer leagues and competitions* for the youth of said area.
2. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or athletic purposes, no part of the net earnings of which inures to the benefit of any private individual.
3. To do any and all lawful activities which may be necessary, useful or desirable for, the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, institutions, foundations or governmental bureaus, departments or agencies.

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Article IV

Powers

Subject to the limitations on powers set forth in the next succeeding paragraph hereof, the corporation shall have and exercise all powers necessary for, incidental to, desirable for, or useful or convenient in carrying out its objectives and purposes. These powers, except as so expressly limited hereafter, shall include, but not be limited to the following:

1. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind or description, and to hold, invest, expend, and contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes mentioned above.
2. To borrow and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for moneys borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation.
3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the corporations Board of Directors shall deem advisable and as may be permitted by law.
4. To purchase, contract for, or otherwise acquire in any manner, to hold, own and to sell, lease, rent, mortgage, pledge and otherwise dispose of or encumber any and all classes of property whatsoever, whether real, personal or mixed, or any interest therein, and to develop, improve, subdivide, cultivate, farm and otherwise work, manage, operate and control the same.
5. To carry on athletic, educational and charitable work under the rules and regulations of the Bylaws and to donate any amount of money or property in the discretion of the Board of Directors to any institution or organization who, by reason of its charitable, athletic or educational nature has been held to be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.
6. To exercise all the powers conferred upon corporations under the laws of the State of Florida in order to accomplish its charitable, athletic and educational purposes, including but not limited to power to accept donations of money or property or any interest therein, whether real or personal.
7. To purchase, take, receive, lease or otherwise deal in and with real or personal property or in any other interest therein, wherever situated.
8. To sell, convey, mortgage, pledge, lease, exchange, transfer, option or otherwise dispose of all or any part of its property and assets.
9. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, nonprofit corporations, associations, trusts, partnerships, limited partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

10. To make contracts, including contracts of guaranty, suretyship and indemnification and to incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage, deed of trust, security agreement, pledge or other encumbrance of all or any of its property, franchises and income.
11. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
12. To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
13. To elect or appoint officers and agents of the corporation, who may be directors, and to define their duties and to fix their compensation, if any.
14. To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration, regulation and management of the affairs of the Corporation.
15. To make donations for the public welfare or for charitable, athletic or educational purposes.
16. To be a promoter, incorporator, partner, member of any corporation, partnership, joint venture, trust or other enterprise, whether for profit or not.
17. To conduct its affairs, carry on its operations, and have offices and exercise its powers within or outside the state of Florida.
18. To sue, be sued, complain and defend in its corporate name.
19. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
20. To have perpetual succession by its corporate name.
21. To cease its corporate activities.
22. To merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is not for profit.

Article V Membership

The Corporation shall not have members.

Article VI
Related Objects and Purposes

The corporation shall engage in any and all other activities of any type whatsoever conferred by the laws of the State of Florida and growing out of, related to or in any manner whatsoever connected with any of the objects and purposes described in these Articles. Notwithstanding the foregoing, the corporation shall not have, nor exercise any power of authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity which would prevent it from qualifying and continuing to qualify under Section 501(c)(3) of the Internal Revenue Code.

Article VII
Duration

The duration of the corporation is perpetual.

Article VIII
Registered Agent

The initial registered office and the name of the initial registered agent is:

***Jonathon E. Phelps at
1720 Fossil Drive, Englewood, Florida 34223***

Article IX
Incorporator

The name and address of the incorporator of the corporation is:

***Jonathon E. Phelps
1720 Fossil Drive, Englewood, Florida 34223***

Article X
Board of Directors

The affairs of the corporation shall be conducted by a Board of Directors and such officers, committees, agents and employees as the Directors may from time to time appoint. The number of Directors shall be four (4) and never more than nine (9). The manner in which the Directors are to be elected or appointed are as stated in the Bylaws. The name and Address of each person who is to serve as an initial Director is as follows:

Director and President: ***Jonathon E. Phelps 1720 Fossil Dr. Englewood, Fl. 34223***

Director and V. P. ***Leonard E. Phelps 17422 Cardenas Ln. Punta Gorda, Fl. 33955***

Director and Secretary ***Sarah E. Amann 1720 Fossil Dr. Englewood, Fl. 34223***

Director and Treasurer ***Christi A. Phelps 1720 Fossil Dr. Englewood, Fl. 34223***

Article XI

Indemnification of Directors and Officers

Subject to the further provisions hereof, the Corporation shall indemnify any and all of its existing and former Directors and Officers against all expenses incurred by them and each of them, including but not limited to, legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as Director or Officer of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is brought or threatened is brought by or in the right of the Corporation by any other person. Whenever such Director or Officer shall report to the President of the Corporation or to the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or her or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a Director or Officer of the Corporation, Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or preceding had no reasonable cause to believe such conduct was unlawful in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

Article XII

Limitation of Liability

No Director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director; provided, however, that this Article shall not eliminate or limit the liability of a Director for: (I) any breach of the Directors duty of loyalty to the Corporation or its members; (II) acts or omissions which are not in good faith or which involve violation of Florida Statutes- prohibition against issuance of stock and payment of dividends; (III) any transaction from which the Director derived an improper personal benefit; or (IV) any violation of Florida Statutes- Director conflicts of interest.

Article XIII

Exemption of Private Property

The Incorporators, Directors, Officers, Employees and Agents and their property shall be forever exempt from liability or assessment for its debts, obligations or engagements.

Article XIV

Dissolution

In the event that the Board of Directors deems in impractical for any reason for the Corporation to pursue further its Objects and Purposes, the Board of Directors may, by the unanimous vote of all Directors, declare the Corporation dissolved and take such steps as may be necessary under the laws of the State of Florida and Article XV hereof to effect the orderly dissolution of the Corporation.

Article XV
Distribution upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, or, as the Board of Directors shall Determine, transfer such assets to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code; provided, however, that a description of the proposed manner of distribution, including the names of the organizations to which the Board of Directors proposes to distribute assets, shall be distributed to the members of the Corporation for approval or rejection prior to the effectuation of the actual distribution, and no distribution shall be made without prior approval thereof by the members. Any such assets not disposed of shall be disposed of by the appropriate court of the count in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court will determine, which are organized and operated exclusively for such purposes.

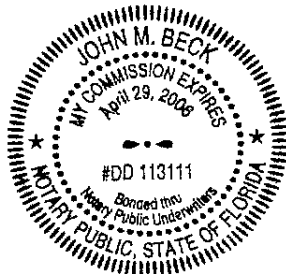
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this day of
January 29, 2003.

Jonathan E Phelps,

Acknowledged before me on 29th January 2003 by Jonathan Phelps, who
is personally known to me/

✓ produced Florida DL as identification,
and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed
said instrument for the purposes therein expressed.

#P412-425-60-294-0



[Signature]
Notary Public-State of Florida

Name: John M. Beck

Commission No.: DD 113111

My Commission Expires: 4-29-06

The undersigned, being the Registered Agent listed in these Articles of Incorporation hereby accepts the position as such and agrees to act in such capacity. The undersigned further represents that he is familiar with the obligations of the position and agrees to comply with them.

[Signature]
Registered Agent