

NO30000003269

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



700015448197

04/14/03--01050--020 **157.50

FILED
03 APR 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-16-03
[Signature]

TRANSMITTAL LETTER

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

SUBJECT: Tampa Bay Education & Athletic Membership 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

☒ \$18.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: April D. Harley
Name (Printed or typed)
601 40th St, N # 104
Address
St. Petersburg FL 33713
City, State & Zip
727-642-8259
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF**

TAMPA BAY EDUCATION & ATHLETIC MENTORSHIP, INC.

A Florida Not-For-Profit Corporation

**ARTICLE I
CORPORATE NAME**

The name of the corporation is TAMPA BAY EDUCATION & ATHLETIC MENTORSHIP, INC.

**ARTICLE II
CORPORATE ADDRESS**

The initial mailing address of the corporation is:

1021 8th Avenue South,
St. Petersburg, FL 33705

**ARTICLE III
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general, religious, charitable or educational purposes pursuant to the Florida Not For Profit Corporation Act set forth in Section 617 of the Florida Statutes.

**ARTICLE IV
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which the corporation is formed are:

A. For all the purposes for which a corporation may be chartered under the laws relating to corporations not-for-profit as set forth in Chapter 617, Florida Statutes, as currently in force and as amended from time to time. No assets, or income, of the corporation shall be distributable to, or inure to the benefit of the directors or officers.

FILED
03 APR 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. To develop an education and spiritually based program to monitor, mentor and assistant underprivileged individuals providing total support necessary for them to succeed athletically and educationally; including, but not limited to, emotional, financial, tutoring, books, clothing and shelter.

C. To operate exclusively in any other manner for such charitable or educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, 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, as amended, including private foundations and private operating foundations.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. Initially, the number of directors of the corporation shall be four (4), provided however, that such number may be changed in accordance with the Bylaws of the Corporation.

The Directors named herein as the first Board of Directors shall hold office until their successors are elected or appointed and qualified. The manner in which the directors are elected or appointed shall be set forth in the Bylaws.

The names and addresses of such initial members of the Board of Directors and the initial terms are as follows:

William M. Gaye
1021 8th Avenue South
St. Petersburg, FL 33705

Christian Rogers
1021 8th Avenue South
St. Petersburg, FL 33705

Cornelius Jackson
1021 8th Avenue South
St. Petersburg, FL 33705

Torri Harvey
1021 8th Avenue South
St. Petersburg, FL 33705

Victor Davis
1021 8th Avenue South
St. Petersburg, FL 33705

Harold Bryant
1021 8th Avenue South,
St. Petersburg, FL 33705

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 the majority of the members of the Board shall individually or collectively consent in writing to such as provided in the Bylaws for that 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 the required majority 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 written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of the corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: Executive Director/Chairman, Co-Chairman, Secretary and Treasurer, and such other officers as the Bylaws of the corporation may authorize the directors to elect from time to time.

ARTICLE VII MEMBERSHIP

The corporation shall operate with one class of members and which shall be comprised initially of the original Incorporators of the corporation. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote. The initial class of members of the corporation may elect such other persons to become members by a two-thirds vote of the existing membership.

ARTICLE VIII STOCK

The corporation shall not be authorized to issue any stock.

ARTICLE VIX 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 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 1986 as amended (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 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, the 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 the corporation.

ARTICLE X DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors 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 purpose.

ARTICLE XI INCORPORATOR

The name and address of the sole Incorporator of the corporation are:

William M. Gaye
1021 8th Avenue South,
St. Petersburg, FL 33705

**ARTICLE XII
REGISTERED AGENT AND OFFICE**

The corporation's registered agent and office are:

William M. Gaye
1021 8th Avenue South,
St. Petersburg, FL 33705

**ARTICLE XIII
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, the Bylaws of the corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a resolution of the Board of Directors, adopted by a three-fourths (3/4) vote.

**ARTICLE XIV
DEDICATION OF ASSETS**

The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

**ARTICLE XV
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XVI
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board or committee.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XVII AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted by the Board of Directors, by a three-fourths (3/4) vote.

ARTICLE XVIII ENABLING PROVISIONS

To promote the Corporate purposes set forth in Article III hereof, the Corporation is empowered:

Section 1. To subscribe or cause to be subscribed to and to purchase or otherwise acquire, hold or investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of residential single family real property, the shares, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association which provides loan resources or other consistent activities, now or hereafter existing, and whether created by or under the laws of the State of Florida. While the owner of any of said real or other property, to exercise all the rights, powers and privileges of ownership of every kind and description.

Section 2. To borrow or solicit money for furtherance of the corporate purposes.

Section 3. To accept any gift, conveyance, transfer, settlement, devise or bequest made for Recruitment Agreement designated restricted purpose, if such restricted purpose is within the purview of the corporate powers herein as allowed hereunder and by law and does not violate the purposes of the corporation nor provide a direct inurement of a benefit to a private individual. The board of Directors may accept and expend such funds or property for the designated purposes, but no gift, conveyances, transfer, settlement, devise or bequest of any property, of any name or nature, shall be accepted, nor any interest in a corporation or association, any remainder, reversion, possibility of reverter, or executory interest, or any interest of any kind, any which might under any

contingency vest the gift conveyance, transfer, settlement, devise or bequest, or any portion of it, in any private individual, corporation or association.

Section 4. To do all other legal acts and things which may be in the discretion of the Board of Directors, further the above stated purposes and to such end to organize, maintain and support.

Section 5. To possess and exercise any and all corporate powers granted by the laws of the State of Florida and the United States which are, however, restricted to the furtherance of the above.

ARTICLE IX EXEMPT PURPOSE

No part of the net earnings or any non-compensatory benefits of the Corporation shall inure to the enhancement of, or be distributed to its Members, Directors, Officers or other private persons, except the Corporation is authorized to pay reasonable compensation for services rendered including a Member, Director, Officer or other private person rendering said services, and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE XX UNAUTHORIZED ACTION

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

Section 1. A corporation exempt from the Federal Income Tax under Sections 501(c)(3) and 501(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further United States Internal Revenue Law.

Section 2. A corporation contributions of which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator of the corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this _____ day of _____, 2003.


WILLIAM M. GAYE, Incorporator

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

A handwritten signature in black ink, appearing to read 'W. M. Gaye', written over a horizontal line.

WILLIAM M. GAYE, Registered Agent

03 APR 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA