

NO3000007143

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

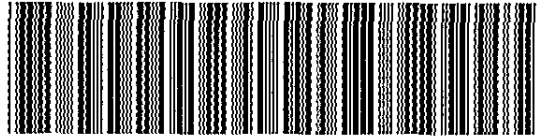
(Document Number)

Certified Copies 1

Certificates of Status 1

Special Instructions to Filing Officer:

Office Use Only



300022354943

FILED

03 AUG 18 AM 11:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08/18/03--01066--013 \*\*78.75

8-20-03

Robert J. Boye  
5014 S.W. 24<sup>th</sup> Place  
Cape Coral, FL 33914

---

August 13, 2003

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

RE: Fort Myers Phantoms, Inc. Articles of Incorporation

Enclosed are three original executed Articles of Incorporation for Fort Myers Phantoms, Inc., a non-profit corporation, and a cashiers check in the amount of \$78.75 for the filing fee and certified copy. Please file the Articles and return a certified copy.

Sincerely,

  
Robert J. Boye

**Nonstock**

FILED  
Nonprofit  
03 AUG 18 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION  
OF  
FORT MYERS PHANTOMS, INC.**

**ARTICLE I**

**The name of the corporation is FORT MYERS PHANTOMS, INC.**

**ARTICLE II**

**The corporation's registered office in the State of Florida is located at 5014 S.W. 24<sup>TH</sup> Place, Cape Coral, County of Lee, State of Florida 33914. The registered agent in charge thereof is Robert J. Boye and is located at the same address. The corporation's principal office and the corporation's mailing address is 5014 S.W. 24<sup>th</sup> Place, Cape Coral, Florida 33914**

**ARTICLE III**

**The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:**

**This is a nonstock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of the State of Florida.**

**Said 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 of**

1954 (or the corresponding provisions of any future United States Internal Revenue Law), or to individual ice sport participant to wit:

Provide training and promote the development of amateur youth amateur hockey, and shall function as a youth amateur hockey club. The corporation shall promote amateur hockey by developing and providing educational material, training facilities and equipment and providing financial support youth amateur athletes to provide opportunity for appropriate ice sport training, both on and off ice for qualified youth amateur ice sport athletes. The corporation shall support the development and dissemination of training equipment and techniques for the promotion of youth amateur hockey. The corporation shall promote participation of youth amateur hockey in United States.

#### **ARTICLE IV**

The corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws.

#### **ARTICLE V**

The name and mailing address of the incorporator is: Robert J. Boye, 5014 S.W. 24<sup>th</sup> Place, Cape Coral, Florida 33914.

#### **ARTICLE VI**

The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until their successors are elected are as follows:

Robert J. Boye, 5014 S.W. 24<sup>th</sup> Place, Cape Coral, FL 33914

William E. Weaver III, 7120 Twin Eagle Lane, Fort Myers, FL 33912

Seth Plavner, 7269 Allamanda Lane, Punta Gorda, FL 33955

## **ARTICLE VII**

The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The Board of Directors shall be elected by the members at the appropriate annual meeting of the corporation to be held on such date as the Bylaws may provide and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by

the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

#### ARTICLE VIII

Meetings of members may be held without the State of Florida, if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida at such place or places as may be from time to time designated by the Board of Directors.

#### ARTICLE IX

No part of the net earnings 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. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE X**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the provisions of Florida Law, with venue for such legal action 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 said Court shall determine, which are organized and operated exclusively for such designated purposes.

#### **ARTICLE XI**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

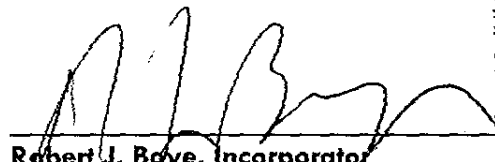
#### **ARTICLE XII**

Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

**ARTICAL XIII**

The effective date of this Certificate of Incorporation shall be the date of receipt by the Florida Department of State, Division of Corporations.

I, THE UNDERSIGNED, being each of the incorporator hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to the Laws of the State of Florida, Chapter 617, Florida Statutes, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 14 day of August, 2003.

  
Robert J. Boye, Incorporator  
5014 S.W. 24<sup>th</sup> Place  
Cape Coral, Florida 33914

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 AUG 18 AM 11:55

FILED

The undersigned 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.

  
Robert J. Boye, Registered Agent  
5014 S.W. 24<sup>th</sup> Place  
Cape Coral, Florida 33914