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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
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Attorneys and Counselors at Law

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August 27, 2003

**Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314**

Attn: Corporate Filing Department

Re: Articles of Incorporation of: Big Green Basketball, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced not for profit corporation, together with our check in the amount \$78.75, which represents the filing fees and the cost for a certified copy of the same.

I would appreciate your filing the Articles of Incorporation and thereafter providing a certified copy of same to this office. Thank you for your courtesies and attention in this matter.

Sincerely,

Stephen R. Williams

Signed in his absence to avoid delay.

Stephen R. Williams

**SRW/maf
Enc.**

**ARTICLES OF INCORPORATION
OF
BIG GREEN BASKETBALL, INC.,
a Florida Not For Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation is **BIG GREEN BASKETBALL, INC.**

ARTICLE II: DURATION

The corporation shall have perpetual duration.

ARTICLE III: PURPOSE

1. The general purposes for which this corporation is formed is to operate and maintain, for educational purposes, a youth a basketball fund raising organization, camp for children, as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

2. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV: MEMBERS

1. The corporation will have members. The bylaws of the corporation contain provisions relating to qualifications for membership, the rights of members, termination of membership, classifications and other such matters.

2. The quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities are as set forth in the bylaws.

3. The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V: DIRECTORS

The corporation shall be governed by a Board of Directors. The method of election and removal of the Directors of the corporation is set forth in the bylaws.

ARTICLE VI: INITIAL PRINCIPAL OFFICE

The address of the principal office of the corporation is 2868 Berwick Drive, Tarpon Springs, Florida 34688.

The mailing address of the corporation is P.O. Box 1717, New Port Richey, Florida 34656

ARTICLE VII: CONDUCT OF BUSINESS AFFAIRS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a minimum of three; provided, however, that such number may be increased as is set forth in the bylaws of the corporation.

ARTICLE VIII: BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE IX: LIMITATIONS

The property of this corporation is irrevocably dedicated to the cost of operating a youth basketball fund raising organization and camp 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 individual.

ARTICLE X: DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively by The Mathews Foundation, or some other equivalent foundation with similar goals and purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI: TAX EXEMPT

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of a private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this

corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized to operate a youth basketball fund raising organization as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

ARTICLE XII: AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the Board of Directors for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of the Board of Directors of the corporation. The manner, method and notice shall be as specified in the corporation bylaws.

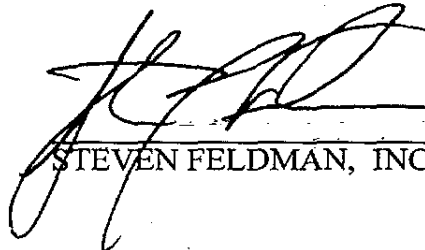
ARTICLE XIII: OFFICERS

The Board of Directors shall elect the following officers: Steven Feldman, President (Chairman), Vice President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE XIV: INCORPORATOR

The name and street address of the incorporator is as follows:
Steven Feldman, 2868 Berwick Drive, Tarpon Springs, Florida 34688

The undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, has executed these articles of incorporation this 25th day of August, 2003.


STEVEN FELDMAN, INCORPORATOR

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, this day personally appeared **STEVEN FELDMAN**, known to be the individual described in and who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he has executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 26 day of August, 2003.

Mary Ann Frampton
Notary Public
State of Florida at Large

My Commission Expires:



Mary Ann Frampton
MY COMMISSION # DD041075 EXPIRES
August 20, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

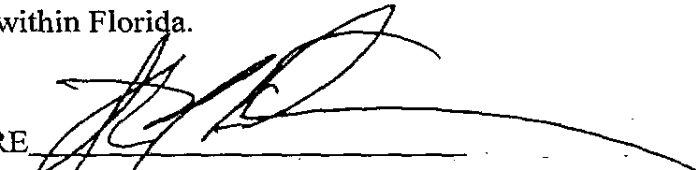
In compliance with Section 617.0501, Florida Statutes, the following is submitted:

First - Big Green Basketball, Inc., a Florida Not For Profit Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Tarpon Springs, State of Florida, has named STEVEN FELDMAN resident agent located at 2868 Berwick Drive, Tarpon Springs, Florida, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE

TITLE

DATE



President

8/28/03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as Registered Agent.

Signature

Name of Registered Agent

Date



8/28/03