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EFFECTIVE DATE

10-10-03

FILED

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W03-30220  
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**PK**  

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**PERRY & KERN, P.A.**  
ATTORNEYS AT LAW

50 S.E. FOURTH AVENUE  
DELRAY BEACH, FLORIDA 33483

TELEPHONE 561.276.4146  
FACSIMILE 561.276.3859

MARK A. PERRY  
KEITH D. KERN

REAL ESTATE PARALEGAL  
MICHELLE D. EDWARDS

LEGAL ASSISTANTS  
SALLY M. TAYLOR  
JENNIFER L. TORRENCE

10 October, 2003

**Via Federal Express**

Florida Department of State  
Division of Corporations  
403 E. Gaines St.  
P.O. Box 6327  
Tallahassee, FL 32314

RE: KICK START FOUNDATION, INC.


Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 representing \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,

  
T.J. Corbin  
Law Clerk

Encl:



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 17, 2003

T.J. CORBIN  
PERRY & KERN, P.A.  
50 SE FOURTH AVE  
DELRAY BEACH, FL 33483

SUBJECT: KICK START FOUNDATION, INC.  
Ref. Number: W03000030220

We have received your document for KICK START FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Article IV states this corporation has shares of stock. A non-profit corporation cannot have shares of stock.

An effective date may be added to the Articles of Incorporation **if a 2004 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) 245-6884.

Shawn Logan  
Document Specialist  
New Filings Section

Letter Number: 703A00056822

**ARTICLES OF INCORPORATION**  
**(A Florida Non-Profit Corporation)**

**OF**

**KICK START FOUNDATION, INC.**

FILED  
03 OCT 14 11:04:55  
TALLAHASSEE, FL 32301

I, the undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, providing for the formation liability, rights, privileges and immunities of a corporation not for profit, do hereby certify, declare and set forth as follows, to wit:

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation shall be:

**KICK START FOUNDATION, INC.**

**EFFECTIVE DATE**

10-10-03

**ARTICLE II**

**PRINCIPLE PLACE OF BUSINESS**

The principle place of business and mailing address are:

Kick Start Foundation  
C/o Perry & Kern, P.A.  
50 Southeast Fourth Avenue  
Delray Beach, FL 33483

**ARTICLE III**

**CORPORATE NATURE**

This is a not for profit corporation, organized solely for charitable, recreational, educational, and development of good character and good sportsmanship of minors, pursuant to the Florida Corporations Not For Profit Law

set forth in Section 617 of the Florida Statutes. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501 (c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501 (c)(3)

#### **ARTICLE IV**

##### **SPECIFIC PURPOSES**

The specific and primary purposes for which this Corporation is formed are:

- A. To contribute to the development of good character or good sportsmanship of minors, or to the educational or cultural development of minors, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To promote, develop, enhance and foster sports involving the Martial Arts, including sponsoring, promoting and supporting the education and welfare of persons involved with or providing support for the sport.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization

under Section 501(c) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

- D. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, see, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- E. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

#### **ARTICLE V**

#### **TAX EXEMPT STATUS**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A.

§501 (a) as an organization described in 26 U.S.C.A. §501 (c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under, 26 U.S.C.A. §501 (c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### **ARTICLE VI**

##### **CERTIFICATES OF MEMBERSHIP**

- A. This Corporation shall be authorized to issue one hundred (100) Certificates of Membership.
- B. All Certificates of Membership issued by the Corporation shall contain a statement on the face thereof that it is a non-profit corporation and description of any preferential rights of Members. If such Certificates are restricted as to their sale or purchase, the Membership Certificates shall bear a legend stating that such Certificates are restricted in the manner described in the By-Laws or any agreement between the Certificate holders, and, that a copy of such By-Laws or agreement shall be provided to all Certificate holders.

- C. Except as otherwise prescribed by Florida law, each Certificate of Membership shall entitle the holder thereof to one (1) vote at the Annual Meeting.
- D. Certificate holders shall be the members and the qualifications and manner of their admission are stipulated in the By-Laws.

#### **ARTICLE VII**

##### **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, By-Laws of this Corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth therefore in the By-Laws.

#### **ARTICLE VIII**

##### **AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the By-Laws of this Corporation.

#### **ARTICLE IX**

##### **STRUCTURE AND MANAGEMENT OF CORPORATE AFFAIRS**

- A. **Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of directors of



the Corporation shall be three, (3), provided however, that such number may be changed by a By-Law duly adopted. The Directors named herein as the first Board of Directors shall hold office until the first meeting at which time an election of Directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 50 S.E. Fourth Avenue, Delray Beach, Florida 33483, or at such other place or places as the Board of Directors may designate from time to time by resolution. Any action required, or permitted, to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such 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 affect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and By-Laws of the Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority. The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
M. SCOTT BROWN	P.O. Box 1616 Boynton Beach, FL 33483
MARK A. PERRY, ESQ.	50 S.E. Fourth Avenue Delray Beach, FL 33483
CHARLES C. FALKANGER	621 N.E. Seventh Avenue Delray Beach, FL 33483

B. **Corporate Officers.** The Board of Directors shall elect the following Officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first Annual Meeting of the Board of Directors. Until such election is held the following persons shall serve as Corporate Officers:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
M. SCOTT BROWN	P.O. Box 1616 Boynton Beach, FL 33425	President
MARK A. PERRY, ESQ.	50 S.E. Fourth Avenue Delray Beach, FL 33483	V-President
CHARLES FALKANGER	621 N.E. Seventh Avenue Delray Beach, FL 33483	Sec/Treasurer

## **ARTICLE X**

### **REGISTERED AGENT**

The initial registered agent for this Corporation shall be:

Mark A. Perry, Esq.

Perry & Kern, P.A.  
50 S.E. Fourth Avenue

Delray Beach, FL 33483  
561 276-4146 office  
561 276-3859 facsimile

#### **ARTICLE XI**

#### **INCORPORATOR/SUBSCRIBER**

The incorporator/subscriber for this non-profit corporation is:

Scott Brown

C/o Perry & Kern, P.A.  
50 S.E. Fourth Avenue  
Delray Beach, FL 33483  
561 276-4146 office  
561 276-3859 facsimile

#### **ARTICLE XII**

#### **DURATION**

The term of existence of the Corporation is perpetual.

#### **ARTICLE XIII**

#### **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 propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the

publishing or distribution of statements) of any political campaign or 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 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 or the corresponding provision of any future United States Internal Revenue law).
- D. Notwithstanding any other provision of these Articles, this 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 this Corporation.

#### **ARTICLE XIV**

##### **DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s), 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 (or the corresponding

provision of any future United State Internal Revenue law), as the Board of Directors shall determine. Any such assts 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(s) as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XV**

##### **INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### **ARTICLE XVI**

##### **COMMENCEMENT OF CORPORATE EXISTENCE.**

The date when Corporate existence shall commence is the date of execution of these Articles of Incorporation by the incorporator.

The undersigned, being the subscriber and incorporator of this Corporation, for the purpose of forming a non-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 10 day of OCTOBER, 2003.

Scott Brown (SEAL)  
Scott Brown, Incorporator/Subscriber

In the presence of:

[Signature]  
Witness

L. A. Buccala  
Printed name of witness

[Signature]  
Witness

Kacie Feeley  
Printed name of witness

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared M. SCOTT BROWN, to me well known to be the individual described in and who executed the same for the purposes therein expressed.

Sworn to and subscribed before me this the 10<sup>th</sup> day of October, 2003, by, M. SCOTT BROWN, who is X personally known to me or who produced \_\_\_\_\_ as identification.



T. J. Corbin  
MY COMMISSION # DD160001 EXPIRES  
October 21, 2006  
BONDED THRU TROY FAIN INSURANCE, INC

[Signature]  
Notary Public, State of Florida  
My Commission Expires:

### ACCEPTANCE BY REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated non-profit corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 10<sup>th</sup> of October, 2003.

  
Mark A. Perry, Esquire

03 OCT 14 AM 10:45  
CORRECTIONAL INSTITUTE  
TALLAHASSEE, FL 32304

FILED