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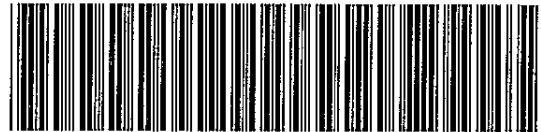
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03 NOV 25 PM 1:43

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**LAW OFFICES OF
JAMES M. HAMMOND**

BELCHER POINT PROFESSIONAL CENTER
1831 N. BELCHER ROAD, SUITE A-1
CLEARWATER, FL 33765

JAMES M. HAMMOND

(727) 791-0044
FAX (727) 791-1130

November 21, 2003

Secretary of the State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Incorporation of SUNCOAST YOUTH FOUNDATION, INC.,
a not-for-profit corporation**

Dear Sir/Madam:

I enclose herein an original and copy of Articles of Incorporation and Certificate Designating Registered Agent/Registered Office for the above-named corporation. In addition, enclosed please James D. Appelt PA's check #1935 in the amount of \$78.75 representing the following fees as enclosed:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
Total:	\$78.75

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,


James M. Hammond

JMH/cmj
Encl.

ARTICLES OF INCORPORATION
OF
SUNCOAST YOUTH FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation is: SUNCOAST YOUTH FOUNDATION, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address for this corporation shall be: 1811 N. Belcher Road, Suite I-2, Clearwater, FL 33765.

ARTICLE III
TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles.

ARTICLE IV
PURPOSE OF ORGANIZING

The purpose for which this corporation is organized is to assist athletes to develop and improve their basketball skills by providing knowledgeable coaching and mentoring in a fun and positive Christian environment, and for such other lawful purpose for which a not-for-profit organization may incorporate under the laws of the State of Florida.

The mission of this corporation is provide basketball players from the Tampa Bay Area with sound basketball coaching and mentoring, with a Christian spiritual emphasis. It is the corporation's goal that its players perform at the highest competitive athletic level, while seeking God daily in their lives.

This corporation is organized exclusively for charitable, religious and/or educational

purposes 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 Code Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 these purposes. 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. 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, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V NON-STOCK BASIS

This corporation is organized upon a non-stock basis and shall not issue shares of stock.

ARTICLE VI MEMBERS

The qualifications for Members, if any, and the manner for their admissions will be regulated as stated in the by-laws, if applicable.

ARTICLE VII DIRECTORS

The qualifications for Directors and the manner for their election or appointment will be regulated as stated in the by-laws. This corporation shall have three (3) Directors initially. The number of Directors may increase or decrease from time to time by the manner prescribed in the by-laws to be adopted by the Directors, but shall never be less than three (3).

ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors are:

James D. Appelt
1811 N. Belcher Road, Suite I-2
Clearwater, FL 33765

Kenneth Kinnear
2901 Meadow Wood Drive
Clearwater, FL 33761

Charles W. Stantz
1251 Alexander Way
Clearwater, FL 33756

ARTICLE IX
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

James M. Hammond, Esq.
1831 N. Belcher Road, Suite A-1
Clearwater, FL 33765

ARTICLE X
INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

James D. Appelt, CPA
1811 N. Belcher Road, Suite I-2
Clearwater, FL 33765

ARTICLE XI
DISSOLUTION

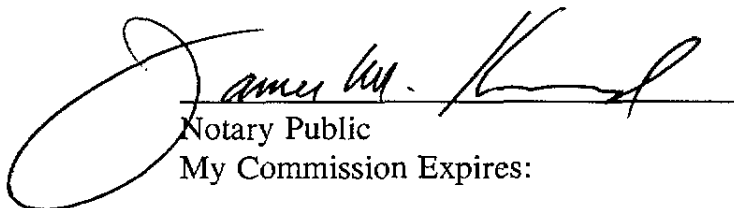
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or 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, including, but not limited to, possible distribution to the federal government, or to a state or local government, for a public purpose.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 21 day of November, 2003.


JAMES D. APPELT, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21 day of NOVEMBER, 2003, by JAMES D. APPELT, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Notary Public
My Commission Expires:



James M. Hammond
MY COMMISSION # CC972344 EXPIRES
October 18, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Designation and Acceptance of Registered Agent

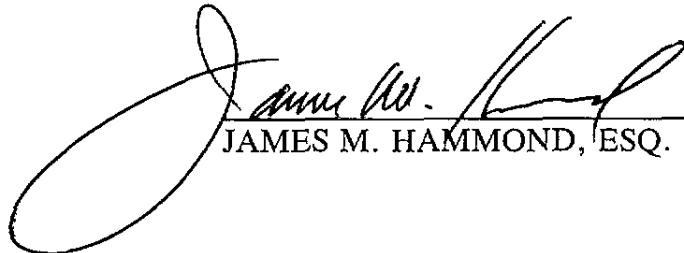
Pursuant to the provisions of Florida Statute §617.0202, the below named corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is SUNCOAST YOUTH FOUNDATION, INC.
2. The name of the registered agent is James M. Hammond, Esq.
3. The address of the registered agent/registered office is 1831 N. Belcher Road, Suite A-1, Clearwater, FL 33765

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby 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: NOVEMBER 21, 2003.


JAMES M. HAMMOND, ESQ.