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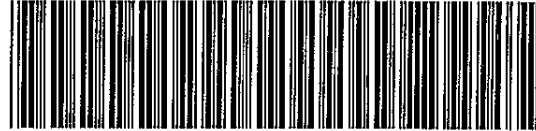
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

31920 Investor Road
Sorrento, Florida 32776

February 12, 2004


ATTENTION:

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

SUBJECT: To incorporate "Florida Polocrosse Association, Inc." a Florida Not-For-Profit Corporation

Enclosed are an original and two copies of the articles of incorporation and a check for \$87.50 (filing fee, registered agent designation, and two (2) certified copies). Please file.
Thank you!

FROM:


Laura Brehm, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

FLORIDA POLOCROSSE ASSOCIATION, INC.

The undersigned is a citizen of the United States, and, desiring to form a Not-For-Profit Corporation under Chapter 617, Florida Statutes, does adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be "Florida Polocrosse Association, Inc."

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be:

Florida Polocrosse Association, Inc.
31920 Investor Road
Sorrento, Florida 32776

**ARTICLE III
PURPOSES**

This 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 or the corresponding sections of any future federal tax code, but primarily to foster national and international amateur polocrosse competition.

**ARTICLE IV
MEMBERS**

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have two classes of membership:

1. *Adult Members*: Adult members shall have all rights and privileges of membership upon payment of the initial dues, if any, fixed by the Board of Trustees, and shall continue as a member upon paying the annual dues, if any, fixed by the Board of Trustees. The method, amount, and time of payment of dues shall be determined, and may be changed from time to time, by the Board of Trustees.

2. *Junior Members*: Members under the age of eighteen (18) shall enjoy all of the rights and privileges of membership upon payment of the initial dues, if any, fixed by the Board of Trustees, and shall continue as a Junior Member upon paying the annual dues, if any, fixed by the Board of Trustees, except that *Junior Members may not vote in elections, nor may they hold office or serve on the Board of Trustees.*

Additional provisions specifying the rights and privileges and obligations of the classes of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

ARTICLE V LIMITATION OF POWERS

This corporation limits its powers granted by Chapters 607 and 617 of the Florida Statutes as follows:

Section 1. DEDICATION OF ASSETS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable 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 the purposes set forth in ARTICLE III hereof.*

Section 2. DEDICATION TO REFRAIN FROM POLITICAL ACTIVITY

No substantial part of the activities of this 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 or in opposition to any candidate for public office.*

Section 3. DEDICATION TO TAX EXEMPT PURPOSES

Notwithstanding any other provisions of these Articles, this 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 the corresponding section of any future federal tax code, or (b) by a corporation, *contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.*

ARTICLE VI DURATION

This corporation shall exist perpetually unless dissolved in accordance with its Bylaws. If it is so dissolved, however, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not

so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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 purposes.

ARTICLE VII BYLAWS

The Bylaws of this corporation shall be made, altered, or rescinded by a majority vote of the Board of Trustees.

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this corporation shall be amended or provisions added or adopted by a two-thirds vote of the members of the Board of Trustees present or voting by proxy at any meeting thereof, provided that notice thereof, which shall include the text of the change to the Articles of Incorporation has been furnished to each voting member of the corporation at least three (3) days prior to the meeting at which such change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of not-for-profit corporations.

ARTICLE IX MANAGEMENT

Section 1. TRUSTEES

The affairs of this corporation shall be managed by a Board of Trustees. The initial number of trustees of this corporation shall be three (3). The number of trustees may be increased or decreased from time to time according to the Bylaws of this corporation, but shall never be fewer than three (3). Trustees shall be elected or removed in accordance with the procedure described in the Bylaws of this corporation.

Section 2. OFFICERS

The officers of this corporation shall be a President, a Secretary, and a Treasurer. These officers shall be appointed by the Board of Trustees, and shall hold office in the manner provided in the Bylaws of this corporation.

Section 3. INITIAL TRUSTEES

The names and addresses of the persons who shall serve on the initial Board of Trustees of this corporation until the initial meeting of the corporation are as follows:

Laura Brehm
31920 Investor Road
Sorrento, Florida 32776

Vincent Pascarella

4628 North U.S. Highway 301
Wildwood, Florida 34785

Barbara Meckes
11102 Crescent Bay Boulevard
Clermont, Florida 34711

**ARTICLE X
REGISTERED AGENT**


The name and street address of the initial registered agent is:

Laura A. Brehm, Esq.
31920 Investor Road
Sorrento, Florida 32776

**ARTICLE XI
ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Florida Polocrosse Association, Inc., at the place designated in the Articles of Incorporation, Laura A. Brehm agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505 relative to keeping open such an office.

Date: February 10, 2004


Laura A. Brehm, Esq.

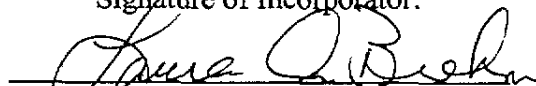
**ARTICLE XII
INCORPORATOR**

The name and address of the incorporator of this corporation is:

Laura A. Brehm, Esq.
31920 Investor Road
Sorrento, Florida 32776

IN WITNESS WHEREOF, to undersigned Incorporator has subscribed her name under Seal this 11th day of February, 2004.

Signature of Incorporator:


Laura A. Brehm, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA