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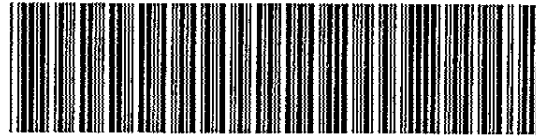
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*(Signature)*

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## HOWELL, TAYLOR & DUGGAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW

POST OFFICE BOX 490208

LEESBURG, FLORIDA 34749-0208

TELEPHONE (352) 787-1440

FACSIMILE (352) 365-6461

P. B. HOWELL, JR., P. A.

L. E. TAYLOR, P. A.

J. ROBERT DUGGAN, P. A.

1029 WEST MAGNOLIA STREET

LEESBURG, FLORIDA 34748

February 23, 2004

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

Dear Sirs:

Re: ATHLETIC, EDUCATION & OUTREACH CENTER, INC.

Please find enclosed herewith the following:

1. Original and duplicate original of proposed Articles of Incorporation for the above-named corporation.
2. Certificate of Designation - Registered Agent/Registered Office.
3. Check in the amount of \$70.00.

Please stamp the duplicate original as having been received, and return the same to me, promptly, in the enclosed self-addressed, stamped envelope.

Thank you for this service.

Sincerely yours,



P. B. Howell, Jr.

PBHjr:sm

Encls.

**ARTICLES OF INCORPORATION**  
**OF**  
**ATHLETIC, EDUCATION & OUTREACH CENTER, INC.**

FILED  
04 FEB 26 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a not-for-profit corporation for social, educational and religious purposes, under the provisions of Chapter 617 of the Florida Statutes, agree to the following:

**ARTICLE I - NAME & PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is ATHLETIC, EDUCATION & OUTREACH CENTER, INC., and it is located in Orange County, Florida, at 611 Martin Street, Apopka, Florida 32712.

**ARTICLE II - PURPOSE**

The general nature or purpose of this corporation shall be to provide an independent, incorporated group, not for profit, for the purpose of affording leadership and organization for the athletic development, education, training, and the teaching of community enrichment principles to people of all ages, irrespective of race, religion or color.

**ARTICLE III - MEMBERSHIP**

The membership of this corporation shall constitute all persons hereinafter named as subscribers and all persons who shall meet the following qualifications for membership and who shall be admitted, in the following manner: In order to qualify for membership in this corporation, a prospective member must be

recommended by a member of the corporation and approved by a unanimous vote of the Board of Directors.

#### **ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have a perpetual existence, unless it shall be dissolved according to the laws of the State of Florida.

#### **ARTICLE V - SUBSCRIBERS**

The names and residences of each subscriber to these Articles Of Incorporation are as follows:

<b>GREG R. ARNSBERGER</b>	<b>611 Martin Street Apopka, Florida 32712</b>
<b>PAULA A. ARNSBERGER</b>	<b>611 Martin Street Apopka, Florida 32712</b>
<b>KENNETH J. ROBERTSON</b>	<b>178 Moonbeam Road Apopka, Florida 32712</b>
<b>CYNTHIA C. ROBERTSON</b>	<b>178 Moonbeam Road Apopka, Florida 32712</b>

#### **ARTICLE VI - OFFICERS**

1. The officers of the corporation shall be a President, Vice President, Secretary, a Treasurer, and such other officers as may be provided for, in the By-Laws.

2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<b>President</b>	<b>GREG R. ARNSBERGER</b>
<b>Vice President</b>	<b>KENNETH J. ROBERTSON</b>

**Secretary**

**PAULA A. ARNSBERGER**

**Treasurer**

**CYNTHIA C. ROBERTSON**

3. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

**ARTICLE VII - BOARD OF DIRECTORS**

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four (4) directors, initially. The number of directors may be increased, or decreased, from time to time, by the By-Laws, but shall never be less than three (3).

2. The Board of Directors shall be members of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

4. The names and addresses of the persons who are to serve as directors until their successors are duly elected are:

<b>GREG R. ARNSBERGER</b>	<b>611 Martin Street Apopka, Florida 32712</b>
<b>PAULA A. ARNSBERGER</b>	<b>611 Martin Street Apopka, Florida 32712</b>
<b>KENNETH J. ROBERTSON</b>	<b>178 Moonbeam Road Apopka, Florida 32712</b>
<b>CYNTHIA C. ROBERTSON</b>	<b>178 Moonbeam Road Apopka, Florida 32712</b>

### **ARTICLE VIII - BY-LAWS**

1. The Board of Directors of this corporation shall provide such by-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary, from time to time.

2. Upon proper notice, the By-Laws may be amended, altered or rescinded only by a unanimous vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

### **ARTICLE IX - AMENDMENTS**

These Articles Of Incorporation may be amended, altered, or rescinded only by a majority vote of those members of the Board of Directors present at any special meeting called for that purpose.

### **ARTICLE X - DESIGNATION OF REGISTERED AGENT**

The principal office of this corporation shall be at 611 Martin Street, Apopka, Florida 32712, or such other place as may be selected by the Board of Directors. The initial Registered Agent of this corporation shall be GREG R. ARNSBERGER, whose address is 611 Martin Street, Apopka, Florida 32712.

### **ARTICLE XI - NON-PROFIT STATUS**

No part of the net earnings of the 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 II hereof. This corporation shall be

authorized to exercise the powers permitted to corporations under Chapter 617 of the Florida Statutes, provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized, as described in Section 501(c)(3) of the Internal Revenue Code, or any amendment thereto.

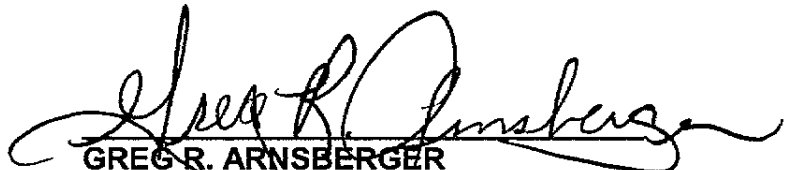
#### ARTICLE XII - POWERS

In order to promote the purposes of this corporation, it may acquire by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

#### ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this organization of all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles Of Incorporation have hereunto set our hands and seals this 19th day of February, 2004, for the purpose of forming this corporation not for profit, under the laws of the State of Florida.

  
GREG R. ARNSBERGER  
(Also as Resident Agent)

Paula A. Arnberger  
PAULA A. ARNSBERGER

Kenneth J. Robertson  
KENNETH J. ROBERTSON

Cynthia C. Robertson  
CYNTHIA C. ROBERTSON

STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared GREG R. ARNSBERGER, PAULA A. ARNSBERGER, KENNETH J. ROBERTSON and CYNTHIA C. ROBERTSON, personally known to me, and they executed the foregoing Articles Of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles Of Incorporation and did not take an oath.

19th WITNESS my hand and official seal in the County and State named above, this day of February, A.D. 2004.

P. B. Howell, Jr.  
NOTARY PUBLIC  
P. B. HOWELL, JR.  
(Printed name of Notary Public)



P. B. Howell, Jr.  
MY COMMISSION # CC958801 EXPIRES  
August 22, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Commission Expiration Date/  
Rubber Stamp/Seal:



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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:

ATHLETIC, EDUCATION & OUTREACH CENTER, INC.

2. The name and address of the registered agent and office is:

GREG R. ARNSBERGER  
611 Martin Street  
Apopka, Florida 32712

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 this 19th day of February, 2004.

  
GREG R. ARNSBERGER

FILED  
04 FEB 26 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA