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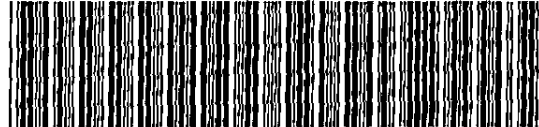
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 204851 80745A

AUTHORIZATION :

Patricia Pajoto

COST LIMIT : \$ PPD

ORDER DATE : February 15, 2005

ORDER TIME : 10:16 AM

ORDER NO. : 204851-005

CUSTOMER NO: 80745A

CUSTOMER: Ms. Penny K. Every
Korey, Sweet, Mckinnon
Simpson & Vukelja
Suite A
595 West Granada Boulevard
Ormond Beach, FL 32174

DOMESTIC FILING

NAME: SOUTH ORMOND SPORTS CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH ORMOND SPORTS CLUB, INC.
(A Non-Profit Corporation)

We, the undersigned, being desirous of forming a corporation not for-profit under Chapter 617 Florida Statutes, as amended, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be SOUTH ORMOND SPORTS CLUB, INC. (hereafter referred to as the "Association").

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to assist the City of Ormond Beach Recreation Department in the operation of a youth basketball program, and such other lawful activities as may be undertaken by the Association from time to time.

ARTICLE III. POWERS

The Association shall have the following powers:

A. All of the powers and Privileges granted to non-profit corporations under the laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations by laws, charters, etc.

2. Own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Association.

3. To own, manage, administer and operate such property as may be conveyed to it by the City of Ormond Beach, or others, their successors or assigns.

4. Enforce the rules, regulations and by-laws of the Association.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

There are no restrictions on membership. The manner of membership, payment of dues and other such matters regarding members shall be delineated in either the By-Laws or the Association Rules and Regulations.

ARTICLE V. VOTING

The affairs of the Association shall be administered and managed by the Board of Directors as described in Article VIII hereof.

ARTICLE VI. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII. OFFICE

The principal Office of the Association shall be 290 Clyde Morris Blvd., Suite B2, Ormond Beach, FL 32174, or such other place as the Board of Directors may designate.

ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. The initial number of members of the first Board of Directors shall be eight (8). Members of the Association shall, at least annually, elect the Board of Directors. Each member of the Association Board of Directors shall be entitled to one vote.

B. The names and addresses of the persons who are to serve as the initial officers and representatives for the Board of Directors, until their successors are chosen, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>OFFICE</u> |
|------------------|------------------------------------------------------------|----------------------------|
| LIVISTON EDWARDS | 17 10 DIVISION AVENUE ORMOND BEACH, FL 32174 | PRESIDENT DIRECTOR |
| JAY RUST | 94 NORTH BEACH STREET ORMOND BEACH, FL 32174 | VICE PRESIDENT DIRECTOR |
| GLORIA WYATT | 19 WALNUT LANE ORMOND BEACH, FL 32174 | SECRETARY DIRECTOR |

| <u>NAME</u> | <u>ADDRESS</u> | <u>OFFICE</u> |
|---------------|--------------------------------------------------------------------------|-----------------------|
| KEVIN O'DWYER | 1429 OAK FOREST DRIVE ORMOND BEACH, FL 32174 | TREASURER DIRECTOR |
| LORI TOLLAND | 5 BROAD RIVER ROAD ORMOND BEACH, FL 32174 | DIRECTOR |
| LIANA WALDEN | 17 ¹ / ₂ DIVISION AVENUE ORMOND BEACH, FL 32174 | DIRECTOR |
| CLAY WALDEN | 17 ¹ / ₂ DIVISION AVENUE ORMOND BEACH, FL 32174 | DIRECTOR |
| TODD CRANSHAW | 479 NORTH US HIGHWAY 1 ORMOND BEACH, FL 32174 | DIRECTOR |

ARTICLE IX. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Association and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member, director or officer of the Association.

C. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

D. The President shall be elected from the membership of the Board of Directors, but no other person need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

ARTICLE X. BY-LAWS

A. The Board of Directors shall adopt by a majority vote the original By-Laws of the Association.

B. The By-Laws may be amended, altered or rescinded upon the proposal and approval by an affirmative vote of fifty one (51%) percent of the votes entitled to be cast by members of the Board of Directors at a regular or special meeting of the Board, the notice of which shall state that such proposal is to be voted upon at that meeting.

ARTICLE XI. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by any member or members of the Board of Directors.

2. Each member of the Board of Directors shall be given written notice of the proposed amendment. Thereafter, at the next meeting of the Board, said amendment will be considered by the Board. The agenda for the Board meeting shall reflect the fact that the amendment will be considered and the text of the amendment will be provided to each member of the Board together with the notice of meeting. At such meeting the amendment proposed must be approved by an affirmative vote of at least fifty one (51%) percent of the Board of Directors entitled to vote in order for such amendment to become effective. If so approved, a certified copy of the said amendment shall be filed in the office of the Secretary of State of the State of Florida.

ARTICLE XII. INDEMNITY

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive

of all other rights to which such Director or officer may be entitled.

ARTICLE XV. SUBSCRIBERS

The name and address of the subscriber to these Articles is:

JAY RUST, 290 Clyde Morris Blvd., Suite B2, Ormond Beach, FL 32174, LIVISTON EDWARDS, 171 Division Avenue, Ormond Beach, FL 32174, Gloria Wyatt, 19 Walnut Lane, Ormond Beach, FL 32174 and Kevin O'Dwyer, 1429 Oak Forest Drive, Ormond Beach, FL 32174.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals effective as of the 11 day of February, 2005, for the purpose of forming this corporation for-profit under the laws of the State of Florida.

Jay Rust
JAY RUST

Liviston Edwards
LIVISTON EDWARDS

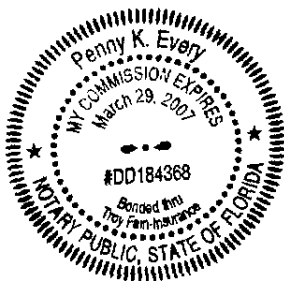
Gloria Wyatt
GLORIA WYATT

Kevin O'Dwyer
KEVIN O'DWYER

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 11 day of February, 2005 by JAY RUST, LIVISTON EDWARDS, GLORIA WYATT and KEVIN O'DWYER, the subscribers, who are personally known to me and who have taken an oath.

Penny K. Every
NOTARY PUBLIC



CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

SOUTH ORMOND SPORTS CLUB, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation at the City of Ormond Beach, County of Volusia, State of Florida, has named JAY RUST, located at 290 Clyde Morris Blvd., Suite B2, Ormond Beach, FL 32174, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.



JAY RUST

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