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RUTH E. REICKARD

DIRECT DIAL 616/336-6802

February 18, 2005

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Justin M. Dart Foundation, Inc.

Dear Sir/Madam:

Enclosed are not for profit Articles of Incorporation for Justin M. Dart Foundation, Inc., our check in the amount of \$78.75 for filing fees and fees for a certified copy of the Articles of Incorporation, and a Business Reply Envelope for return of the certified copy and the Letter of Acknowledgment.

Also enclosed are six Application for Registration of Fictitious Name for: (1) Bling and Ballers Soccer League, (2) Bling & Ballers Soccer League, (3) Bling 'n Ballers Soccer League, (4) Miami Bling and Ballers Soccer League, (5) Miami Bling & Ballers Soccer League, and (6) Miami Bling 'n Ballers Soccer League, our check in the amount of \$300.00 for filing fees, and a Business Reply Envelope for return of the Letters of Acknowledgment.

Thank you for your attention to this matter. If you have any questions, please feel free to call me toll free at 1-800-262-0011.

Sincerely,

Ruth E. Reickard
Legal Assistant

Enclosures

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STATE DEPT OF STATE
TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION
OF
JUSTIN M. DART FOUNDATION, INC.
A Florida "Not for Profit" Corporation

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is Justin M. Dart Foundation, Inc.

PRINCIPAL OFFICE: The principal office of the corporation is located at 8020 Southwest 57th Avenue, South Miami, Florida 33143.

MAILING ADDRESS: The mailing address of the corporation is 8020 Southwest 57th Avenue, South Miami, Florida 33143.

REGISTERED AGENT: The name of the registered agent of the corporation is Justin M. Dart. The address of this registered agent is 8020 Southwest 57th Avenue, South Miami, Florida 33143.

DURATION/MEMBERSHIP: The period of duration is perpetual. The Corporation is organized on a membership basis. The qualification for members, and the manner of their admission, shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATOR: The name and address of the incorporator is: Justin M. Dart, 8020 Southwest 57th Avenue, South Miami, Florida 33143.

CORPORATE PURPOSES: The purposes for which this corporation is organized are:

1. To lessen the burden of government, lessen neighborhood tensions, eliminate prejudice and discrimination, combat community deterioration and juvenile delinquency, and advance education by, among other things, (a) sponsoring youth soccer training activities and programs targeted to at-risk, underprivileged children in economically depressed urban communities; (b) providing educational scholarships to Chinese students attending or seeking to attend Chinese colleges or universities; and (c) establishing, operating, managing and maintaining youth community centers in various urban centers to provide various education and training services to young people on a no charge or below cost basis.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable,

educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3, To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

SECTION 501(c)(3) LIMITATIONS:

1. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation for one or more of its purposes), and no member, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 by publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office.

2. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

3. Upon the dissolution of the Corporation or the winding up of its affairs, the Corporation's assets shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 170(c)(2) or Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, with the intent that such assets shall be held by such qualifying organizations for endowment purposes only.

"PRIVATE FOUNDATION" PROVISIONS: The provisions contained in paragraphs 1 through 5 below, shall apply if, and only if, the corporation is determined to be a private foundation within the meaning of the federal tax laws.

1. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

2. The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

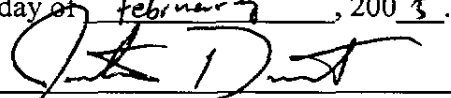
4. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

INDEMNIFICATION: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to an action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION:

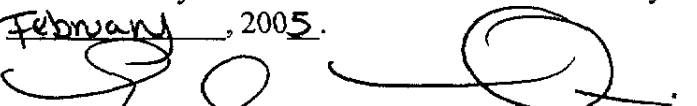
These Articles of Incorporation are hereby executed by the incorporator on this 4th day of February, 2005.

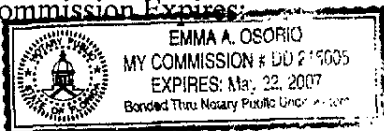

Justin M. Dart

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Justin M. Dart who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

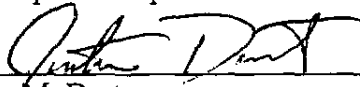
WITNESS my hand and official seal in the County and State last aforesaid this 4th day of February, 2005.


NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Justin M. Dart Foundation, Inc., a Florida not for profit corporation.


Justin M. Dart

12.18.04
Date

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TALLAHASSEE, FLORIDA