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FLORIDA NON-PROFIT CORPORATION

America's Foundation For Chess - Tampa Bay, Inc.

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ARTICLES OF INCORPORATION**OF****AMERICA'S FOUNDATION FOR CHESS - TAMPA BAY, INC.**

The undersigned, acting as the incorporator of a corporation under the provisions of the Florida Not For Profit Corporation Act (the "Act"), hereby signs and verifies the following Articles of Incorporation for such corporation.

**ARTICLE 1
NAME AND ADDRESSES**

The name of the corporation shall be "America's Foundation For Chess - Tampa Bay, Inc." (hereinafter referred to as the "Chapter"). The street and mailing address of the initial principal office of the Chapter shall be 300 South Prospect, Clearwater, FL 33756.

**ARTICLE 2
DURATION**

The Chapter shall have perpetual existence.

**ARTICLE 3
PURPOSES AND POWERS**

3.1 Purposes. The Chapter is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation, to promote the study of chess as an educational tool in schools and other programs for children; to support school chess programs; to raise funds for other chess-related educational activities and organizations; to support chess teams; and to otherwise accomplish America's Foundation for Chess ("AF4C") purposes, as stated in AF4C's Articles of Incorporation and mission statement, within the Chapter's region. Such purposes shall be accomplished in conformity with the America's Foundation for Chess Chapter Manual (the "Chapter Manual"), as such may be supplemented or amended from time to time, and such other rules, regulations, and policies as AF4C may prescribe.

3.2 Powers. In furtherance of the foregoing purposes, the Chapter may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, religious, scientific, literary or educational purposes, and engage in any lawful activity that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of

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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, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

3.3 General. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Chapter's Articles of Incorporation, Bylaws, or the Chapter Manual, the Chapter shall have all powers that now or hereafter are conferred by law upon a not for profit corporation organized under the Act for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Chapter's purposes.

ARTICLE 4 LIMITATIONS

4.1 Consistent with Limitations of Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Chapter shall not carry on any activities which are prohibited for (a) a corporation exempt from federal income taxes under Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future federal tax law.

4.2 Political Activity. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law. The Chapter 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.

4.3 No Inurement to Private Persons. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, any director, officer, or other private person, except that the Chapter is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE 5 MEMBERS

The Chapter shall have no members.

ARTICLE 6 DIRECTORS

The management of the Chapter shall be vested in a Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, criteria for removal, time and place of meetings and powers and duties of the directors shall be prescribed in the Bylaws of the Chapter. The number of directors constituting the initial Board of Directors of the Chapter shall be three (3) directors, and the Chapter shall at no time in the future have less than three (3) directors. The names and addresses of the persons who are to serve as the initial directors of the Chapter are as follows:

<u>Name</u>	<u>Address</u>
Ron Gilbert	300 South Prospect Clearwater, FL 33756
Anita Wagner	1804 Nebraska Avenue Palm Harbor, FL 34683
Kale Knowles	1917 Whitney Way Clearwater, FL 33760

ARTICLE 7 LIMITATION OF LIABILITY

7.1 **Limitation of Liability of AF4C.** AF4C shall not be liable or otherwise responsible in any manner whatsoever for any act or any failure to act by the Chapter or any of its Board of Directors, officers, employees or agents, or for any obligation assumed or incurred by any of the foregoing, unless such action, failure to act or assumption of obligation was the result of a written direction by AF4C or a duly authorized representative thereof.

7.2 **Limitation of Director Liability.** No director of the Chapter shall be personally liable to the Chapter for monetary damages for conduct as a director, unless (a) the director breached or failed to perform his or her duties as a director; and (b) the director's breach of, or failure to perform, those duties constitutes: (i) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful; (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) a conscious disregard for the best interest of the Chapter, or willful misconduct; or (iv) an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the

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Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Chapter existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 8 INDEMNIFICATION OF DIRECTORS

8.1 The Chapter shall indemnify its directors to the full extent permitted by the Act now or hereafter in force. However, such indemnity shall not apply if:

- (a) such director did not act in good faith or in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation; or
- (b) with respect to any criminal action or proceeding, the director had reasonable cause to believe his or her conduct was unlawful.

The Chapter shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract, provided such advances are undertaken in accordance with the Act.

8.2 The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made in accordance with the Act.

8.3 No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE 9 BYLAWS

Bylaws of the Chapter may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors; provided, however, that so long as the Chapter is an affiliate of AF4C, no such alteration, amendment or repeal shall be effective until approved in writing by the AF4C Board of Directors or its designee(s).

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ARTICLE 10
ADDRESS OF REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Chapter is 25400 U.S. Highway 19 North, Suite 116, Clearwater, Florida 33763. The name of the initial registered agent of the Chapter at such address shall be David O. Cantu.

ARTICLE 11
DISSOLUTION

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Chapter, or the winding up of its affairs. Upon the winding up or dissolution of the Chapter, the assets of the Chapter remaining after payment of, or provision for payment of, all debts and liabilities of the Chapter, shall be distributed to AF4C, provided it is an organization recognized as exempt under Section 501(c)(3) of the Code, and if not, then to such other organization or organizations recognized as exempt under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Chapter is organized.

ARTICLE 12
INCORPORATOR

The name and address of the incorporator is as follows:

David O. Cantu, 25400 U.S. Hwy. 19 North, Suite 116, Clearwater, FL 33763

ARTICLE 13
EFFECTIVE DATE

The effective date for these Articles of Incorporation shall be the filing date hereof.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 20th day of April, 2005.


David O. Cantu, Incorporator

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, David O. Cantu, hereby consent to serve as registered agent, in the State of Florida, for America's Foundation For Chess - Tampa Bay, Inc. Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: April 20, 2005.



David O. Cantu

Registered Address:

25400 U.S. Hwy. 19 North
Ste. 116
Clearwater, Florida 33763

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