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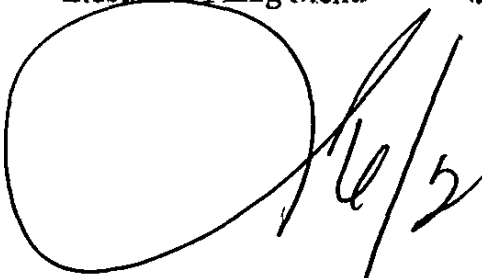
The Twenty-Seven Foundation, Inc.

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Articles of Incorporation
of
THE TWENTY-SEVEN FOUNDATION, INC.
a Florida Not for Profit Corporation

Pursuant to the provisions of Section 617.0202, *Florida Statutes*, the undersigned Florida not for profit corporation adopts the following Articles of Incorporation and files the same with the Florida Secretary of State, Division of Corporations, as of the date set forth below:

ARTICLE I
Name

The name of the Corporation is THE TWENTY-SEVEN FOUNDATION, INC. (the "Corporation").

ARTICLE II
Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 29 Riverside Drive, Number 302, Cocoa, Florida 32922.

ARTICLE III
Purpose

A. The general purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The primary purpose of the existence of the Corporation is to motivate and educate school-age children by organizing and producing educational activities, including without limitation live-action, academic, competitive game tournaments. The Corporation shall be responsible for soliciting and raising and managing sponsorship funding for its programs; overseeing the organization and management and operations of the activities; and, as appropriate, contracting with one or more third parties for management and operations support. The advancement of the educational interests of school-age children is, above all, the primary function of the Corporation and the principal purpose of its existence.

C. The foregoing notwithstanding, the Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law;

provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or shall be distributable to, the Corporation's directors, 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 this Article. 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 the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

E. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV

Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V

Registered Office and Agent

The street address of the registered office of the Corporation is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, and the name of the registered agent of the Corporation at that address is A.G.C. Co.

ARTICLE VI

Directors

- A. The number of directors of the Corporation is three (3).
- B. The initial Board of Directors shall consist of the following individuals:

Stephen Scully
Francis A. (Frank) DiBello
Jerry Sansom

C. The number of directors may be either increased or decreased from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors unless otherwise permitted by Florida law.

D. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

E. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII **Incorporator**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Anthony Scaletta, Esq.	200 South Orange Avenue, Suite 2300, Orlando, Florida 32801

ARTICLE VIII **Bylaws**

A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

B. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX **Amendment to Articles**

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X **Dissolution**

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at

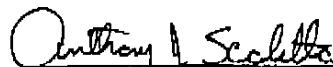
the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XI - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 1st day of June, 2006, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


Anthony J. Scaletta, Esq., Incorporator

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, the following is submitted in compliance with said statute:

That The Twenty-Seven Foundation, Inc., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, and has named A.G.C. Co., Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further state that it is familiar with §607.0501 et seq., *Florida Statutes*.

A.G.C. CO.

By:



Jeffrey E. Decker, Esq.
Authorized Representative

DATED this 1 day of June 2006

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