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EFFECTIVE DATE  
05/24/2006

2006 JUN - 1 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

T. Hampton JUN - 2 2006

**ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE LAVILLA SPORTSMAN CLUB, INC.  
(Nonprofit Corporation)**

**EFFECTIVE DATE**  
05/24/2006

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby file the Articles of Incorporation of the above captioned corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

**JACKSONVILLE LAVILLA SPORTSMAN CLUB, INC.**

**ARTICLE II**

**Duration**

The term of existence of the corporation is perpetual, and starts five (5) business days prior to the date of filing herein.

**ARTICLE III**

**Nature of Business**

This corporation is being formed for the purpose of (1) To promote affordable sports care opportunities to low and moderate income families residing in the Northeast Florida region; to develop programs that address threats to the sports health and welfare of the community; and to provide programs to find special services where other resources are not available to meet such needs through self help programs; to expand the scope of programs and activities of public and private agencies, and institutions; to equalize minorities and disadvantaged individuals who heretofore have not received a fair opportunity to share in the sports resources of this country, the United States; to provide outreach and to encourage the active participation of minorities and disadvantaged communities in establishing sports projects and programs; to provide sports care

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assistance to the under served population within the surrounding catchment areas and actively participate in region wide programs which seek to develop greater health care opportunities for minorities and the disadvantaged engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America. In addition, the objectives of the Governing Board are to:

- A. To unit fraternally all persons that the membership may from time to time take into the club.
- B. To promote brotherhood, sportsmanship, friendship and charity for the membership and their families.
- C. To strive at all times to promote and protect the welfare of every member..
- D. To promote a spirit of cooperation between its members. And promote good will and understanding between its members and the public.
- E. To honor outstanding port individuals of the city of Jacksonville for their achievements. To do anything necessary, including, but not limited to, the ownership of property, both real and personal, for the accomplishment of the foregoing objectives, or those that may be recognized as proper and legal objectives of this Club, all of which shall be consistent with laws, the public interest and the interest of its members.
- F. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes, and specifically to organize and carry on the mission that the residents of the service area have access to high quality, comprehensive sports services, and to focus services to decrease sports disparities.
- G. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501©)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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## **ARTICLE IV**

### **Powers**

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers and rights.

## **ARTICLE V**

### **No Members**

This corporation shall not have members.

## **ARTICLE VI**

### **Management**

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting; if all of the Directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facial evidence of such authority.

## **ARTICLE VII**

### **Board of Directors**

This corporation's initial Board of Directors shall have four directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three.

The directors shall be elected annually by this corporation's directors. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

**Willie C. Mitchell**  
2754 Dellwood Avenue  
Jacksonville, Florida 32205

**Henry Sellers**  
1507 N. Carbordale Drive  
Jacksonville, Florida 32208

**John Riley**  
10352 Red Tep Road  
Jacksonville, Florida 32218

**George Bell**  
3308 Ribault Scenic Drive  
Jacksonville, Florida 32208

## **ARTICLE VIII**

### **Officers**

The officers of the corporation shall consist of a President, a Vice - President, a Secretary, and a Treasurer. The officers shall be elected annually by the Board of Directors as provided by the By-Laws of the Corporation. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The present officers and their addresses are:

President:	<b>Willie C. Mitchell</b> 2754 Dellwood Avenue Jacksonville, Florida 32205
Vice President:	<b>Henry Sellers</b> 1507 N. Carbordale Drive Jacksonville, Florida 32208
Secretary:	<b>John Riley</b> 10352 Red Tep Road Jacksonville, Florida 32218
Treasurer:	<b>George Bell</b> 3308 Ribault Scenic Drive Jacksonville, Florida 32208

## **ARTICLE IX**

### **Earnings and Activities of the Corporation**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors 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 IV hereof.
- B. 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, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 ©)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 ©)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE X**

### **Distribution of Assets**

Upon dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 ©)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of 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 such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

### **Dedication of Assets**

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any directors, officer or member thereof, or to the benefit of any private individual.

## **ARTICLE XII**

### **Indemnification**

This corporation shall indemnify any officer, director, employee, or agent and any former officer, director, employee, or agent, to the full extent permitted by law.

### **ARTICLE XIII**

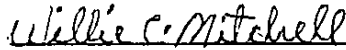
#### **Principal Place of Business**

The initial street address of the principal office of this corporation is 7977 New Kings Road, Jacksonville, Florida 32219. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### **ARTICLE XIV**

#### **Registered Agent**

The initial designation of the registered agent office of this corporation shall be **WILLIE C. MITCHELL, 2754 Dellwood Avenue, Jacksonville, Florida 32205.** Pursuant to *Florida Statutes Section 607.0501*, having been named to accept process of for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with and I am familiar with the provisions of said Act relative to keeping open said office.

  
WILLIE C. MITCHELL

### **ARTICLE XV**

#### **Incorporator**

The name and residence address of each of the subscribers to these Articles of Incorporation are:

**Willie C. Mitchell**  
2754 Dellwood Avenue  
Jacksonville, Florida 32205

### **ARTICLE XVI**

#### **By-Laws**

Corporate By Laws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's directors and shareholders.

### **ARTICLE XVII**

#### **Amendment**

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the Board of Directors based on a majority of the directors entitled to vote thereon.



IN WITNESS WHEREOF, **WILLIE C. MITCHELL**, the incorporator, has hereunto set his hand and seal this 31<sup>ST</sup> day of MAY, 2006.

Willie C. Mitchell  
WILLIE C. MITCHELL.

STATE OF FLORIDA  
COUNTY OF DUVAL

**BEFORE ME**, the undersigned authority, personally appeared, **WILLIE C. MITCHELL**, who after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation, and he is personally known to me.

**WITNESS** my hand and official seal in the County and State named above, this 31st day of MAY, 2006.

June C. Thomas  
Notary Public

