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FLORIDA PROFIT/NON PROFIT CORPORATION

Pelican U-19 Rugby Club, Inc.

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October 10, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations
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SUBJECT: PELICAN U-19 RUGBY CLUB, INC.
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An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of

PELICAN U-19 RUGBY CLUB, INC.
(A Not For Profit Florida Corporation)

The undersigned incorporator hereby makes, subscribes, acknowledges, and files with the Florida Department of State these Articles of Incorporation for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE 1
Name

The name of this corporation shall be PELICAN U-19 RUGBY CLUB, INC. (the "Corporation").

ARTICLE 2
Purpose

The purpose for which this Corporation is organized and shall be operated is:

2.1 Exclusively for charitable, religious, educational, and scientific purposes, testing for public safety, or for the protection and prevention of cruelty to children and animals, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code ("IRC") or corresponding Sections of any future federal tax code.

2.2 Said Corporation shall be organized and its primary purpose shall be to further and enhance the game of rugby for minors as an amateur sports option. There shall be no discrimination by this organization nor its directors based on race, creed, color, sex, national or ethnic origin.

ARTICLE 3
Powers

Except as may be stated to the contrary herein, this Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized.

ARTICLE 4
Limitation of Corporate Powers

4.1 No part of the net earnings of this Corporation shall inured to the benefit of, or be distributable to its officers, 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 these Articles of Incorporation. 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 publishing or distribution of statements) of any political campaign on behalf of or in opposition to any candidate for public office.

4.2 Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), or the regulations issued thereunder, or the corresponding section(s) or regulation(s) of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2) or regulations issued thereunder, or the corresponding section(s) or regulation(s) of any future federal tax code.

ARTICLE 5
Term of Existence

The Corporation shall commence as of filing of these Articles of Incorporation and shall continue to exist perpetually.

ARTICLE 6
Officers and Directors

The affairs of this Corporation shall be managed by a Board of Directors who shall be elected as provided in the By-Laws and

by officers who shall be elected by the Board of Directors. The officers to be elected shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided for in the By-Laws of this Corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this Corporation shall be provided in the By-Laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the By-Laws of this Corporation and the number of Directors shall not be less than Three (3). A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

ARTICLE 7
Directors & Officers

The names and addresses of the members of the first Board of Directors and the initial officers, who, subject to these Articles, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the existing Directors for the election of Directors, or until their successors have been duly elected and qualified are:

| <u>Name & Address</u> | <u>Position</u> |
|--|----------------------|
| Dave McFadden 10407 Lake Grove Dr. Odessa, Fl 33556 | Director & President |
| Chris DeAnnuntis 10407 Lake Grove Dr. Odessa, Fl 33556 | Director |
| John Foley 10407 Lake Grove Dr. Odessa, Fl 33556 | Director |
| Robert Arce 10407 Lake Grove Dr. Odessa, Fl 33556 | Director & Secretary |
| Danny Coleman 10407 Lake Grove Dr. Odessa, Fl 33556 | Treasurer |

ARTICLE 8

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 10407 Lake Grove Dr., Odessa, Florida 33556. The initial Registered Agent of this Corporation shall be Dave McFadden. This Corporation shall have the right to change such registered agent from time to time, as provided by law.

ARTICLE 9

Corporate Address and Mailing Address

The initial corporate address shall be 10407 Lake Grove Dr., Odessa, Florida 33556 and the mailing address of this Corporation shall be P.O. Box 342473, Tampa, Florida 33694-2473.

ARTICLE 10

Incorporator

The name and address of the person signing these Articles as the incorporator is Dave McFadden, located at 10407 Lake Grove Dr., Odessa, Florida 33556.

ARTICLE 11

By-Laws

The By-Laws of this Corporation shall be made, altered, or rescinded from time to time in whole or in part by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the By-laws shall have been mailed by the Secretary to all of the members of the Board of Directors at least Ten (10) days before the meeting.

ARTICLE 12

Dissolution

Upon the dissolution of this Corporation or the winding up of its affairs, the assets of this Corporation shall be distributed exclusively to charitable, religious, scientific, literary, educational, or organizations which would then qualify for the provisions of IRC Section 501(c)(3) and the regulations issued thereunder, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public

purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose; and no director, officer or private individual shall be entitled to share in the distribution of any assets.

ARTICLE 13
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended, altered, changed, or repealed in whole or in part by a majority vote of the Board of Directors of this Corporation at any meeting of the Corporation duly called and convened; provided notice of the proposed action shall have been communicated to the Board of Directors prior to the meeting as provided in the By-Laws.

EXECUTED BY the undersigned subscriber at Tampa, Florida, on this 4TH day of OCTOBER 2006, for the uses and purposed stated therein.



Dave McFadden

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.



Dave McFadden,
Registered Agent

Date

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