

N07000008543

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000216908 3)))



H070002169083ABCO

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : MCGUIRE WOODS LLP
Account Number : 071075000166
Phone : (904)798-3200
Fax Number : (904)798-2696

FILED
2007 AUG 29 PM 1:03
SEC. OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

THE EDGE FOR KIDS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

1. Burch AUG 24 2007

H07000216908

**ARTICLES OF INCORPORATION
OF
THE EDGE FOR KIDS, INC.**

(A Corporation Not For Profit)

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is The EDGE for Kids, Inc. (hereinafter referred to as the "Foundation"). The current street address and principal office of the Foundation is 7075 Kingspointe Parkway, Suite 4, Orlando, Florida, 32819.

**ARTICLE II
AUTHORITY**

The Foundation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

**ARTICLE III
PURPOSES**

The Foundation is organized and shall be operated exclusively for charitable, religious, educational, scientific, and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the Foundation's purpose is to accept, solicit, administer, and manage funds to be used to support scholarships for children to participate in sports training programs.

**ARTICLE IV
RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation 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 III. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

Furthermore, if at any time the Foundation is classified as a private foundation within the meaning of section 509(a) of the Internal Revenue Code, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code;

H07000216908

FILED
2007 AUG 29 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000216908

(ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investments in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE V DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations selected by the Foundation's Board of Directors that are organized and operated exclusively for charitable, religious, educational, scientific, or literary purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE VI MEMBERS

The Foundation shall have no members.

ARTICLE VII DIRECTORS

The number of directors of the Foundation shall be not less than three (3) and not more than nine (9). The names and addresses of the initial directors of the Foundation are:

<u>Name</u>	<u>Address</u>
Dawn Jones	7075 Kingspointe Parkway, Suite 4 Orlando, Florida 32819
Rick Billings	7075 Kingspointe Parkway, Suite 4 Orlando, Florida 32819
Natasha Singh	7075 Kingspointe Parkway, Suite 4 Orlando, Florida 32819
Nick Wilson	7075 Kingspointe Parkway, Suite 4 Orlando, Florida 32819

At the first annual meeting of the Board of Directors, the number of directors shall be divided into three groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the directors in the first group shall expire at

H07000216908

the first annual meeting of the Board of Directors after their appointment, the terms of the directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of directors shall be elected by the Board of Directors for a term of three years to succeed those whose terms expire. If no group of directors is elected at an annual meeting of the Board of Directors by the Board of Directors to succeed those directors whose terms expire at such annual meeting, then the directors whose terms expire at such annual meeting shall have their terms extended automatically for a new term of three years. Directors may serve unlimited successive terms. No individual shall be elected a director without his or her prior consent.

ARTICLE VIII INDEMNIFICATION

The Foundation shall indemnify any officer, director, or employee, or any former officer, director, or employee, to the full extent permitted by law.

ARTICLE IX REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is RAX CO., 50 North Laura Street, Suite 3300, Jacksonville, FL 32202.

ARTICLE X INCORPORATOR

The name and address of the incorporator is Brian C. Bernhardt, c/o McGuireWoods LLP, 901 East Cary Street, Richmond, Virginia, 23219.

ARTICLE XI INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.



Brian C. Bernhardt, Incorporator

August 29, 2007
Date

H07000216908

H07000216908

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
THE EDGE FOR KIDS, INC.**

Pursuant to Section 617.0501, Florida Not For Profit Corporation Act, RAX CO., a Florida corporation., located at 50 North Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon THE EDGE FOR KIDS, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 29th day of August, 2007.

RAX CO., a Florida Corporation
Registered Agent

By: 

Halcyon E. Skinner, President