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FLORIDA PROFIT/NON PROFIT CORPORATION

ORLANDO SHARKS YOUTH FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
ORLANDO SHARKS YOUTH FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be ORLANDO SHARKS YOUTH FOUNDATION, INC.

ARTICLE II

MAILING AND PRINCIPAL BUSINESS ADDRESS

OF THE CORPORATION

The mailing address and principal place of business of the corporation is 7347 Sand Lake Road, Suite 200, Orlando, Florida 32819.

ARTICLE III

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 301 E. Pine Street, Suite 1400, Orlando, Florida 32801, and the name of the initial registered agent for the corporation shall be William A. Boyles.

ARTICLE IV

PURPOSES

Section 1. The specific and primary purpose for which this corporation is formed is to solicit and manage funds for the purpose of providing assistance to the youth of Central Florida for their participation in or enjoyment of sports, including but not limited to, soccer, baseball and other team sports; to foster national or international amateur

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sports competition; or, the prevention of cruelty to children or animals and such other activities as permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and its applicable regulations. This Corporation is also formed to solicit and manage funds for the purpose of providing financial aid and scholarships to aid low income youth educationally and in their participation in team sports.

Section 2. The general purposes for which this corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), or the corresponding provisions of any future federal tax laws. Therefore, in no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization, the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended; or (ii) other corporation the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

Unless allowed by law, the corporation shall not engage in nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as hereafter amended, and the applicable rules and regulations thereunder.

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No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it, except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve the public interest. Accordingly it shall not be operated for the benefit of private interests.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE V

POWERS

This corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of Florida Statutes, and specifically, to provide assistance to the youth of Central Florida for their participation in or enjoyment of the sport of soccer and to foster national or international sports competition. Provided, however, in no event shall the corporation have or exercise any power which causes it not to qualify as a tax exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause a loss of qualification. No part of the assets or the net earnings current or accumulated of the corporation shall inure to the benefit of any private individual.

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ARTICLE VINO MEMBERSHIP

The corporation shall have no members.

ARTICLE VIITERM

This corporation shall have perpetual existence:

ARTICLE VIIINAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

William A. Boyles	301 E. Pine Street, Suite 1400 Orlando, Florida 32801
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ARTICLE IXBOARD OF DIRECTORS

Section 1. The number of directors constituting the first Board of Directors of the corporation shall be four (4). Thereafter, the number of directors constituting the Board shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than five directors.

Section 2. The names and addresses of the first Board of Directors and their respective term of office are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
Sham Maharaj	7347 Sand Lake Road Orlando, Florida 32819	2 Years
Rich Bradley	7347 Sand Lake Road Orlando, Florida 32819	2 Years

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Thomas McThenia, III	450 So. Orange Avenue, Suite 250 Orlando, Florida 32801	2 Years
Todd Persons	3100 Clay Avenue, Suite 220 Orlando, Florida 32804	2 Years
William Becker	7347 Sand Lake Road, Suite 200 Orlando, Florida 32819	2 Years

Section 3. If a member of the initial Board of Directors set forth above is unable to complete his or her term, a successor shall be named to complete the director's term. All subsequent directors shall each have a term of office of two (2) years and shall be appointed as provided in the Bylaws of the corporation.

ARTICLE X

NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Sham Maharaj	President
Rich Bradley	Secretary
Thomas McThenia, III	Treasurer

ARTICLE XI

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to

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reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which itself is exempt as an organization described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the Government of the United States of America, the State of Florida or any local government(s).

ARTICLE XII

BYLAWS

Subject to any limitations at any time contained in the Bylaws of this corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XIII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by a majority of the Members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal this 13th day of September, 2007, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


William A. Boyles, Incorporator

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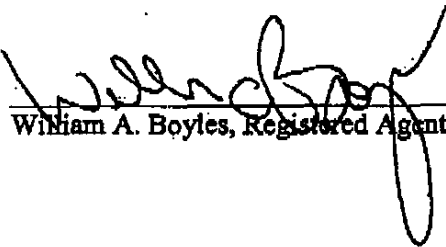
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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of
ORLANDO SHARKS YOUTH FOUNDATION, INC.


William A. Boyles, Registered Agent

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