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**Frazer  
Hubbard  
Brandt  
&  
Trask  
Yacavone**

L.L.P.  
Attorneys At Law

JOHN G. HUBBARD  
MARK W. BRANDT  
\* THOMAS J. TRASK  
\* JAMES L. YACAVONE, III  
  
\* SHAUNA F. MORRIS  
ROBERT J. METZ, JR.  
\* JAY DAIGNEAULT

**COVER LETTER**

January 4, 2008

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** THE DISCIPLES SPORTS, ALMS AND HELP NETWORK, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of Status.

Sincerely,

FRAZER HUBBARD, BRANDT, TRASK & YACAVONE, L.L.P.

JOHN G. HUBBARD, ESQ.

/kgd

**NOTE: Please provide the original and one copy of the articles.**

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**ARTICLES OF INCORPORATION**

**OF**

**THE DISCIPLES SPORTS, ALMS AND HELP NETWORK, INC.**

**A FLORIDA NON-PROFIT CORPORATION**

**ARTICLE I – NAME**

The name of this corporation is THE DISCIPLES SPORTS, ALMS AND HELP NETWORK, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III – STATEMENT OF CORPORATE NATURE**

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida corporations not for profit statute set forth in part I of Chapter 617 of the Florida Statutes.

**ARTICLE IV – GENERAL SPECIFIC PURPOSES**

1. The specific and primary purposes of this organization shall be to provide handyman services.

2. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or other relevant sections of the Internal Revenue Code of 1986 as amended, corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the code.

3. No part of the net earnings of the corporation shall inure to the benefit of any director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

4. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by an organization contributions to which are deductible of Section 170(c)(2) of the internal revenue code of 1986 (or the corresponding provision of any future United State internal revenue law)

#### **ARTICLE V – SUBSCRIBER**

Oral W. Matthews  
434 Palmetto Street  
Dunedin, Florida 34698

The subscribers will be the initial Trustees until the first annual meeting of Trustees.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The address in the State of Florida in the principal office for the transaction of business of this corporation is to be located is at 434 Palmetto Street, Dunedin, Florida 34698, or at such other location within the State of Florida as the Board of Directors shall determine appropriate from time to time. The name and address of the corporation's registered agent is John G. Hubbard at 595 Main Street, Dunedin, Florida 34698.

#### **ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS**

1. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the Directors of the corporation shall be three (3) provided however that such number may be

changed by a Bylaw duly adopted by members. It shall be further provided that in no event shall the number of Directors be reduced to a figure lower than three.

The manner in which the Board of Directors are to be selected will be set forth in the Bylaws. Any action required or permitted to be taken by the Board of Directors under a provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing of such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima-facie evidence of such authority.

2. Corporate Officers. The members of the Board of Directors of this corporation at the annual meeting of it shall elect the following officers, President, Secretary, Treasurer and such other officers as the Bylaws of this corporation may authorize from time to time. Initially, such officers shall be elected at the first annual meeting of the members of the Board of Directors of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Oral W. Matthews, President

Joshua M. Matthews, Secretary

Oral W. Matthews, Treasurer

#### **ARTICLE VIII - BY-LAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporations not for profit law of Florida, concerning corporate action that must be authorized or improved of the corporation, Bylaws of this corporation may be made, altered,

rescinded, added to or new Bylaws may be adopted either by a resolution of the Board of Trustees or following the procedure set forth in the Bylaws.

#### **ARTICLE IX - DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual except for the payment of reasonable compensation for services rendered to or for the corporation for any corporate office or employee.

#### **ARTICLE X - DISTRIBUTION OF ASSETS**

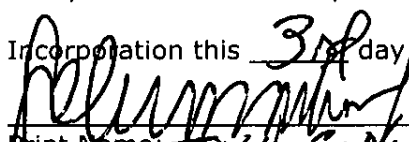
Upon the dissolution or winding up of this corporation its assets remaining after payment or provision for payment of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501(c)(3) of the internal revenue code of 1954 or corresponding provisions of any subsequent federal tax laws.

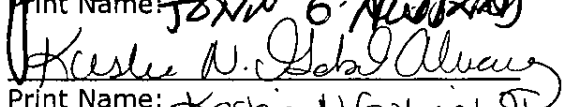
#### **ARTICLE XI - AMENDMENT OF ARTICLES**

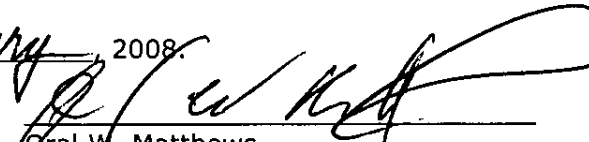
Amendments of these Articles of Incorporation shall be by a resolution adopted by the Board of Directors by the vote of two-thirds of a quorum of members of the Board of Directors of the corporation.

We the undersigned, being the subscribers of this corporation, including all the persons named herein as the subscribers of this corporation, for the purpose of forming this non-profit charitable corporation under the laws of Florida have executed these Articles of

Incorporation this 3rd day of January, 2008.

  
Print Name: Jon W. Matthews

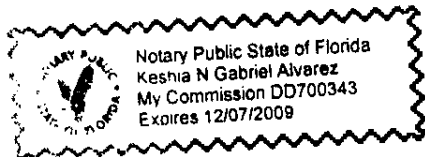
  
Print Name: Keshia N. Gabriel

  
Print Name: Oral W. Matthews

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Oral W. Matthews, known to me to be the person described in and who executed these Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid this 3 day of January, 2008.



Keshia N. Gabriel Alvarez  
Notary Public  
My Commission Expires: 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS  
SUBMITTED: THE DISCIPLES SPORTS, ALMS AND HELP NETWORK, INC., desiring to  
organize or qualify under the laws of the State of Florida, with the principal place of  
business at 434 Palmetto Street, Dunedin, Pinellas County, 34698 Oral W. Matthews has  
named John G. Hubbard as its resident agent to accept service of process within Florida.

Date:

*January 3, 2008*

*[Signature]*  
Oral W. Matthews, President

**ACCEPTANCE BY AGENT**

Having been named to accept service of process for the above-stated corporation, at  
the place designated in the certificate, 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.

Date:

*January 3, 2008*

*[Signature]*  
John G. Hubbard, Resident Agent

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