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2008 FEB -6 P 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 7 2008
D. A. WHITE

COVER LETTER

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

SUBJECT: International Youth Sports Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

ADDITIONAL COPY REQUIRED

FROM: Lynda Debenedet
Name (Printed or typed)

6109 COGNAC CIRCLE
Address

Tampa, Florida 33558
City, State & Zip

813-765-0112-cell
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 29, 2008

LYNDA DEBENEDET
6109 COGNAC CIRCLE
TAMPA, FL 33558

SUBJECT: INTERNATIONAL YOUTH SPORTS FOUNDATION, INC.
Ref. Number: W08000004608

We have received your document for INTERNATIONAL YOUTH SPORTS FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please select one person as Registered Agent and delete the other name in ARTICLE IX, as only one person may serve as Registered Agent.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

Letter Number: 608A00005876

RECEIVED
08 FEB - 6 AM 8:00
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF
INTERNATIONAL YOUTH SPORTS FOUNDATION, INC. 2008 FEB -6 P 3:41
A NONPROFIT CORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be **International Youth Sports Foundation, Inc.** The corporation's registered office is located at: 6109 Cognac Circle, Lutz, Florida 33558.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and the mailing address for the corporation shall be 6109 Cognac Circle, Lutz, Florida 33558.

**ARTICLE III
PURPOSE**

The purpose for which this corporation is organized shall exclusively be for Promoting Amateur Athletics, and education, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall provide sponsorship, scholarships, training, skill development, education and promotion of team sports for youth and individuals with disabilities. [All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually

rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

Section 3. No Political Campaigning. The corporation 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.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE V MANNER OF ELECTION

Section 1. Election. Directors shall be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

ARTICLE VI INITIAL DIRECTORS

Section 1. Initial Directors. The initial Board of Directors shall consist of five (5) members, whose names and addresses are:

Mary Sullyvan
5271 Kernwood Ct
Palm Harbor, Fl 34685

Sue Romano
1614 Shady Oaks Dr.
Oldsmar, FL. 34677

Nancy Lycan
5109 west lemon Dr
Tampa Fl, 33609

Section 2. Number. The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 3. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 4. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 5. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

ARTICLE VII NO MEMEBERS

Section 1. No Members. The corporation shall not have members.

ARTICLE VII DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, scientific or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such

purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE VIII PRIVATE FOUNDATION REQUIREMENTS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article VIII shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article VIII to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE IX LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Chapter 617 of the Florida Statutes as amended; or (iv) For any transaction from which the director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of Chapter 617 of the Florida Statutes to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Florida Statutes, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT


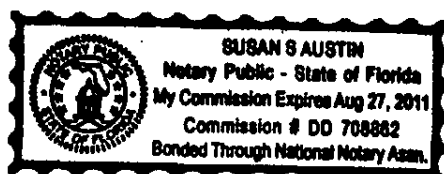
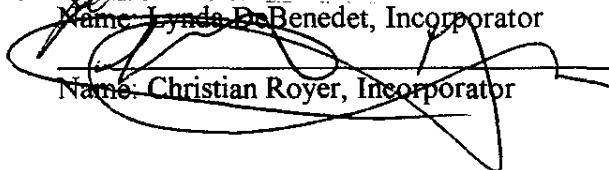
The name and street address of the initial registered agent and initial registered office of the corporation shall be Lynda DeBenedet, 6109 Cognac Circle, Lutz, Florida, 33558.

ARTICLE VII INCORPORATOR

The name and address of the incorporator, who is citizen of the United States, shall be Lynda DeBenedet, 6109 Cognac Circle, Lutz, Florida, 33558 and Christian Royer, 3856 Bershire Ct Palm Harbor, 34684 who is a permanent resident of the United States.

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to Chapter 617 of the Florida Statutes.

This 4 day of February, 2008.

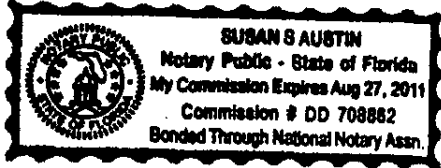

Name: Lynda DeBenedet, Incorporator

Name: Christian Royer, Incorporator

**CONSENT TO SERVE AS
REGISTERED AGENT**

Having been named as the Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

This 25 day of JANUARY, 2008.

Susan S. Austin



Lynda DeBenedet
Name: Lynda DeBenedet, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA