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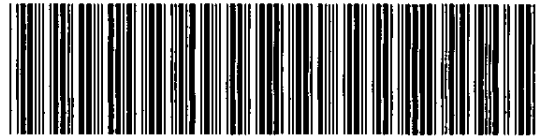
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2008 MAR 10 P 1:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-11-08
cc

COVER LETTER

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

SUBJECT: Positive Youth Sports Alliance, 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: Rhoda D. Donnelly
Name (Printed or typed)

12413 Seabrook Drive
Address

Tampa, FL 33626
City, State & Zip

813-818-6492
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
POSITIVE YOUTH SPORTS ALLIANCE, INC.**
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I. NAME

The name of the corporation shall be: Positive Youth Sports Alliance, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:
12413 Seabrook Drive
Tampa, FL 33626

ARTICLE III. PURPOSE

This Corporation is organized exclusively for charitable, religious, educational, scientific and community outreach purposes, including for such purposes that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (hereafter referred to as the "Code"), or the corresponding section of any future federal tax code. The Corporation will provide an opportunity for all youth to participate in high quality athletic program that develops athletic and enduring life skills, by community outreach programs, grants, fundraising and scholarships to achieve this purpose. Except as limited hereunder, the Corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or Nation that furthers the purposes expressed herein or are otherwise an unsubstantial part of its activities.

ARTICLE IV. DURATION/TERM OF EXISTENCE

The corporate existence of this Corporation shall be perpetual, commencing on the day and date of the filing of these Articles with the Department of State.

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TALLAHASSEE, FLORIDA

ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS

Initial Directors for the Corporation were announced by the Organization Founder prior to the corporate filing of these Articles with the Department of State:

President : Rhoda D. Donnelly
12413 Seabrook Drive
Tampa, FL 33626

Vice President/Treasurer: F. Hunter Sheridan, III
12413 Seabrook Drive
Tampa, FL 33626

Secretary: Benjamin C. Buie
3405 Chastain Dr. NE
Atlanta, GA 30342

The initial Directors shall serve until replaced or confirmed at the Organizational Meeting of the Directors, Officer and/or Members. Thereafter, the manner in which the Directors shall be elected shall be pursuant to the Bylaws adopted by the Corporation, as amended from time to time.

ARTICLE VI. MEMBERS

The Corporation shall have no Members, unless otherwise admitted pursuant to an affirmative two thirds vote of the Board of Directors.

ARTICLE VII. MANNER OF ELECTION

Directors and/or Officers may be elected by a majority vote of active Directors and/or Officers and any or all admitted Members held at the Annual Organizational Meeting.

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the Corporation, voluntary or involuntary, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. Directors or Officers can by majority vote determine what organization or organizations shall receive any or all assets upon dissolution. If no organization is chosen, assets 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 purpose or to such organizations as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX. AMENDMENT

The Bylaws of the Corporation may be adopted or amended by the affirmative vote of two thirds of the Directors. The Bylaws may not be amended by the Members, should there be Members. The Articles of Incorporation of the Corporation may be amended by an affirmative vote of two-thirds of the Directors. The Articles of Incorporation may not be amended by the Members, should there be members.

ARTICLE X. PROHIBITED ACTIVITIES

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, Members, if any 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 Article III hereof.
- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation
- C. Notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(s)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS / OFFICERS

Every person who is or shall be or shall have been a Director or Officer of the Corporation (and his or her personal representatives) shall be protected, indemnified, and held harmless by the Corporation against all damages, costs, and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any civil action or administrative proceeding to which he or she may be made a part by reason of being or having been a Director or Officer of the Corporation, except in relation to such matters as to which he or she shall finally be adjudicated to have acted in bad faith or to have been liable by reason of intentional or willful misconduct in the performance of his or her duty as such Director or Officer of the Corporation. "Costs and expenses" include, but are not limited to attorneys' fees, court costs, damages, judgments and reasonable amounts paid in settlement.

ARTICLE XII. INITIAL REGISTERED AGENT AND ADDRESS

The initial Registered Agent will be:

C. Todd Marks
Westchase Law Group, P.A.
A Private Law Firm
12027 Whitmarsh Lane
Tampa, FL 33626

ARTICLE XIII. INCORPORATOR

The name and address of the initial incorporator for these Articles of Incorporation will be:

Rhoda D. Donnelly
12413 Seabrook Drive
Tampa, FL 33626

Having been named as 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.

C. Todd Marks
Signature/Registered Agent

3-7-08
Date

Rhoda D. Donnelly
Signature/Incorporator

3-7-08
Date