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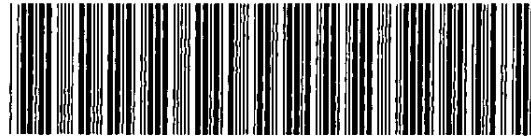
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LETTER OF TRANSMITTAL

Date MAY 30TH, 2008

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

FILED
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DIVISION OF CORPORATIONS
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SUBJECT: ARTICLES OF INCORPORATION OF
LEGACY SPORTS ACADEMY, INC.

ATTENTION: NEW FILING SECTION

Enclosed, please find an original and one copy of the articles of incorporation of Legacy Sports Academy, Inc., a Florida Not for Profit Corporation, and a Designation and Acceptance of Registered Agent a Florida Corporation. The name and street address of the incorporator and registered agent are as follows:

BASIL BENJAMIN
4117 S.W. 20th Street, #222
Gainesville, Florida 32607.

Also, enclosed herewith, please find the amount of seventy eight + 75/100 dollars (\$78.75) for the filing fee, registered agent designation and certified copy. Further, please direct all requests for additional information, responses, documents, certificates and copy of the filing and any other writings related to the subject corporation to the attention of the undersigned attorney at the address shown, or telephone/facsimile (352) 243-1695.

Very truly yours,


Shannon K. Baruch, Esquire
Shannon K. Baruch, P.A.
P.O. Box 1485
Orlando, Florida 32802-1485
Telephone/Facsimile: (352) 243-1695

**ARTICLES OF INCORPORATION
OF
LEGACY SPORTS ACADEMY, INC.
A Florida "Not for Profit" Corporation**

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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Legacy Sports Academy, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is located at 4117 S.W. 20th Street, #222, Gainesville, Florida 32607.

**ARTICLE III
MAILING ADDRESS**

The mailing address of the corporation is P.O. Box 141656, Gainesville, Florida 32614-1656.

**ARTICLE IV
DURATION/MEMBERSHIP**

The period of duration is perpetual unless dissolved according to law. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**ARTICLE V
BOARD OF DIRECTORS**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve initially are as follows:

<u>Names</u>	<u>Address</u>
Basil Benjamin	4117 S.W. 20 th Street, #222, Gainesville, Florida 32607
Natalie Chung	813 S.W. 115 th Street, Gainesville, Florida 32607
Micaela Gibbs	10317 S.W. 30 th Lane, Gainesville, Florida 32607

ARTICLE VII **CORPORATE PURPOSES**

The purposes for which this corporation is organized are exclusively charitable, scientific and educational, subject to Section 501(c)(3) Limitations of the United States Revenue Code, and consist of the following:

1. To engage in youth sports development and any and all other sports activities for which the Corporation may be incorporated under the Florida Business Corporation Act and/or permitted under the laws of the United States and the State of Florida.
2. To establish training programs in the discipline of the various sports activities and to identify and train sports leadership in order to promote and support the primary mission of this corporation.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To engage in any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing activities shall be exercised exclusively for charitable, educational and scientific purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII
501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable, scientific and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and scientific and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code, the following provisions apply:
 - (a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the

corresponding section of any future federal tax code.

- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and costs, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE X **REGISTERED AGENT**

The name of the registered agent of the corporation is Basil Benjamin. The address of this registered agent is 4117 S.W. 20th Street, #222, Gainesville, Florida 32607.

ARTICLE XI **INCORPORATOR(S)**

The name and address of the incorporator is Basil Benjamin, 4117 S.W. 20th Street, #222, Gainesville, Florida 32607.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 30th of May, 2008.

 (SEAL)
BASIL BENJAMIN
Incorporator

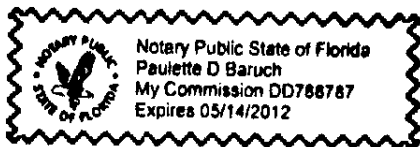
OATH

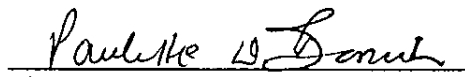
STATE OF FLORIDA }

COUNTY OF ALACHUA }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in the County of Alachua to take acknowledgments, personally appeared BASIL BENJAMIN, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of May, 2008.




Signature and Seal of Notary Public
Administering the Oath

Paullette D. Baruch
Name of Notary Public, State of Florida

Personally Known _____ or Identification Produced ✓

Type of Identification Produced FDL B525 062 62 361 0

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: LEGACY SPORTS ACADEMY, INC.,
a Florida "Not for Profit" Corporation.
2. The name and street address of the registered agent and office is:

BASIL BENJAMIN
4117 S.W. 20th Street, #222
Gainesville, Florida 32607.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


BASIL BENJAMIN

5-30-08
DATE

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