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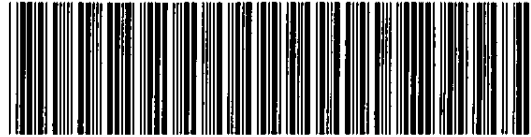
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 25 2008

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July 22, 2008

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

Re: Lehigh Flag Football Inc.

Dear Sir or Madam:

Enclosed herein please find the original and one executed copy of the Articles of Incorporation for the above referenced proposed corporation. Please file the original and return a certified copy to the undersigned.

Our firm check in the amount of \$78.75 is enclosed to cover your fees for filing, registered agent designation, and certified copy.

Thank you for your assistance in this matter.

Very truly yours,

GOLDSTEIN, BUCKLEY, CECHMAN,
RICE & PURTZ, P.A.

BY: J. JEFFREY RICE

JJR:smd
Enclosures

OTHER OFFICES

CAPE CORAL
(239) 574-5575

LEHIGH ACRES
(239) 368-6101

NAPLES
(239) 262-4888

PORT CHARLOTTE
(941) 624-2393

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEHIGH FLAG FOOTBALL INC.

A NOT-FOR-PROFIT CORPORATION ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA

The undersigned Incorporator, a natural persons 18 years of age or older, in order to form a corporate entity, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME: *The name of this corporation shall be* LEHIGH FLAG FOOTBALL INC.

ARTICLE II

ADDRESS: The address of the principal office is 1704 Unice Avenue N., Lehigh Acres, Florida 33971.

ARTICLE III

THE PURPOSE for which this corporation is organized is to conduct charitable activities to raise funds for education programs. These costs shall include but may not be limited to program development, production, marketing, and presentation. This corporation is further organized to do any and all other lawful activities under the laws of the United States and the State of Florida which may be in the best interest of the corporation. To this end, the corporation shall at all times be operated exclusively for charitable purposes 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 qualify as *exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended*. All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV
EXEMPTION REQUIREMENTS**

AT ALL TIMES shall the following operate as conditions restricting the operations and activities of the corporation.

1. The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the non-profit corporation purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation or any initiative or referendum before the public, and the corporation shall not participate in or intervene in (including by publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

**ARTICLE VI
BOARD OF DIRECTORS**

THE MANAGEMENT of the affairs of the corporation shall be vested in a Board of Directors as defined in the corporation's By-Laws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors shall be Three (3) initially. The names and addresses of the initial Directors are as follows:

Kirk Lucarelli
121 W. Lake Drive
Lehigh Acres, FL 33936

Clearice M. Cinquegrana
14 McKinley Avenue
Lehigh Acres, FL 33936

Rosalind Mathews
4675 3rd Avenue SW
Naples, FL 34116

Members of the first Board of Directors shall serve until the first annual meeting, at which time their successors are duly elected and qualified or removed as provided in the By-Laws.

ARTICLE VII PERSONAL LIABILITY

NO MEMBER, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever or shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII DISSOLUTION

AT THE TIME of dissolution of the corporation the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall any disposition be made which would not be qualified as a charitable contribution under Section 170 (c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE IX

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial principal office of this corporation is 1704 Unice Avenue N., Lehigh Acres, Florida 33971, and the name of the initial registered agent of this corporation is ED MATHEWS.

Having been named to accept service of process for LEHIGH FLAG FOOTBALL INC., 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.

ACCEPTED BY: Ed Mathews
ED MATHEWS

ARTICLE X

SUBSCRIBER: The name and address of the Subscriber to these Articles of Incorporation are as follows:

ED MATHEWS
1704 Unice Avenue N.
Lehigh Acres, Florida 33971

ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida this 22 day of July, 2008.

LEHIGH FLAG FOOTBALL INC.

By: Ed Mathews
Ed Mathews

Susan M Dunaway
Witness

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing Instrument was acknowledged before me this 22 day of July, 2008 by ED MATHEWS, who is personally known to me or who has produced Florida Driver's License (type of identification).

Susan M Dunaway
Notary Public

My Commission Expires:

(SEAL)

