

08/06/2008 15:32 FAX

Division of Corporations

001/006

Page 1 of 1

N08000007427

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000189537 3)))



H080001895373ABCB

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

RECEIVED
08 AUG -6 PM 4:43
DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

BE ACTIVE FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

FILED
2008 AUG -6 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

Audit No. H08000189537 3

2008 AUG -6 AM 9:19

ARTICLES OF INCORPORATION FOR
BE ACTIVE FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator is an individual 18 years of age or older and adopts the following articles of incorporation to form a nonprofit corporation.

ARTICLE I - NAME

The name of this corporation shall be Be Active Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The place in Florida where the principal office of the corporation is to be located shall be 215 South Monroe Street, Suite 500, Tallahassee, FL 32301.

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, related to the advancement of physical fitness and health as defined in the corporation bylaws.

The Objects (Purposes) of Be Active Florida, Inc. are to:

- a. Solicit, receive and administer funds to promote the furtherance of physical activity and healthy lifestyles among Floridians;
- b. Enhance and encourage a cooperative effort between the private and public sectors in the interest of better fitness and health of Floridians;
- c. Provide an alternative vehicle for the contribution of funds to support programs, recommendations and initiatives within the State of Florida that are not being funded adequately through traditional resources;
- d. Broaden the base of support for participation in physical activities in Florida;
- e. Develop and provide information and guidance to the public on physical activity;

Audit No. H08000189537 3

- f. Recognize and catalyze quality community physical activity programs and encourage research in the area of physical activity and obesity prevention; and
- g. Provide leadership in advocating for quality physical education and physical activity programs for Floridians.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. INITIAL DIRECTORS AND/OR OFFICERS

The number of persons constituting the Initial Board of Directors (Board) shall be as specified in the corporation's bylaws. The Initial Board shall consist of three (3) persons and such number may be increased or decreased as provided in the bylaws of the corporation. The names and addresses of the Initial Board are:

Steven J. Lezman, 1001 13th Avenue East, Bradenton, FL 34208

Jim Bracher, 200 West College Ave., Suite 104, Tallahassee, FL 32301

Rhebert H. Harbison, Jr., 215 South Monroe Street, Suite 500,
Tallahassee FL 32301

Section 2. MANNER OF ELECTION

Each member of the Board shall serve until his or her successor shall be elected or appointed in the manner and for the term provided in the corporation bylaws.

Section 3. TERM OF SERVICE

The number of persons constituting the Board of Trustees shall be as specified in the corporation's bylaws. Each member of the Board shall serve until his or her successor shall be elected or appointed in the manner and for the term provided for in the bylaws of the corporation. The number of persons serving on the Board may be increased as provided in the corporation's bylaws.

ARTICLE V – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is: CFRA, LLC, 4221 W. Boy Scout Blvd., Suite 1000, Tampa, Florida 33607-5736.

Audit No. H08000189537 3

ARTICLE VI - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the organization, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the assets of the corporation, distributed exclusively for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or 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 purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - EXEMPTION REQUIREMENTS

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

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, Trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the organization 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 provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an

Audit No. H08000189537 3

organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE X - 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, nor shall any of the property of the members, officers, or directors be subject to the payment of debts or obligations of this corporation.

ARTICLE XI - INCORPORATOR

I, the undersigned incorporator certify that I am authorized to sign these articles.

David P. Burke 4221 West Boy Scout Boulevard, Suite 1000
Name Street

Tampa FL 33607
City State Zip

Signature

August 6, 2008
Date

Print name and phone number of person to be contacted if there is a question about the filing of these articles.

David P. Burke (813) 223-7000
Name Phone Number

Audit No. H08000189537 3

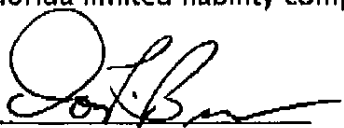
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 6th day of August 2008.

REGISTERED AGENT:

CFRA, LLC,
a Florida limited liability company

By: 
David P. Burke

FILED

2008 AUG -6 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA