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From:

Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS P.
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FLORIDA PROFIT/NON PROFIT CORPORATION

Running Zone Foundation, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
RUNNING ZONE FOUNDATION, INC.

A Florida Non-Profit Corporation

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The undersigned, desiring to form a corporation not for profit, pursuant to the Laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

ARTICLE I

Corporate Name

The name of this corporation shall be RUNNING ZONE FOUNDATION, INC., located at 3708 N. Wickham Road, Melbourne, Florida, 32935.

ARTICLE II

Corporate Nature

This is a not-for-profit corporation, and is organized solely for general social and athletic purposes, pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes, as well as pursuant to Sec. 501 of the Internal Revenue Code of 1986, as amended.

ARTICLE III

General and Specific Purpose

The general purposes for which this corporation is formed are to operate exclusively for such recreational and social purposes as will qualify it as an exempt organization under Sec. 501(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, including, for such provisions, the receipt, maintenance and acceptance, as assets of the corporation, any property, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the

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provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "club for recreational/pleasure purposes" or for any purpose other than "social or athletic purposes" within the respective meanings of such quoted terms as defined herein or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501(c) of the Internal Revenue Code of 1986, as now in force or acts in amendment thereof or substitution therefore.

The specific and primary purposes for which this corporation is formed is for social and athletic purposes through the formation of a competitive running club.

ARTICLE IV

Duration

This corporation shall exist perpetually, commencing upon the signing of these Articles, unless dissolved under provisions of its constitution, Bylaws or the Florida Statutes.

ARTICLE V

Incorporator

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James M. O'Brien, Esq.	1686 West Hibiscus Blvd. Melbourne, FL 32901

ARTICLE VI

Management of Corporate Affairs

(a) The affairs of the corporation shall be managed by a Board of Directors. The method of election of directors shall be as determined by the Bylaws of the corporation.

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(b) The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the directors shall be suited to carrying out the purposes of the corporation. The Board of Directors shall oversee the employment of personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees, provided, always, however, that no part of the property held by the corporation, or the earnings thereon, shall inure or be payable to or for the benefit of any private shareholder or individual.

(c) The Board of Directors shall have all the authority vested in it by Chapters 617 and 607 of the Florida Statutes, as amended from time to time.

(d) The corporation shall have all powers granted to it under Chapter 617 of the Florida Statutes, as amended from time to time, provided that such powers are not in conflict with the provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VII

Initial Directors

The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Denise D. Piercy	1686 W. Hibiscus Blvd Melbourne, Florida 32901
Donald F. Piercy, Jr.	1686 W. Hibiscus Blvd Melbourne, Florida 32901
Audrey Joiner	1686 W. Hibiscus Blvd Melbourne, Florida 32901

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ARTICLE VIII

Corporate Officers

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers and agents as the Bylaws of this corporation may authorize the Directors to elect from time to time.

ARTICLE IX

Board of Directors

The number of Directors shall be set by the Bylaws. The Board of Directors of the Corporation shall consist of no less than three (3) Directors. The Directors shall serve on the Board for life. Any Director may resign at any time by providing the remaining Directors thirty (30) days prior written notice. Vacancies on the Board of Directors shall be filled within sixty (60) days of the event that caused the vacancy by the majority vote of the remaining members and the Board of Directors and, such directors shall serve for life unless, subject to the requirements of having a minimum of three (3) directors, the remaining Directors elect by majority vote to not fill said vacancy.

ARTICLE X

Earnings & Activities of Corporation

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered when deemed advisable by the Board of Directors and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(b) Notwithstanding any other provision of these Articles, the Corporation shall not carry

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on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Sec. 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XI

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to another organization or organizations which are organized and operated for the same purposes for which this corporation is organized and operated or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XII

Members

There shall be no members or shareholders of this corporation.

ARTICLE XIII

Bylaws

Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a vote of a majority of the Board of Directors.

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ARTICLE XIV

Amendment of Articles

Amendments to these Articles of Incorporation may be adopted by a vote of a majority of the Board of Directors.

ARTICLE XV

Indemnification

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XVI

Registered Agent and Office

The initial registered office of this corporation shall be the Law Offices of O'BRIEN, RIEMENSCHNEIDER, WATTWOOD & CANTWELL, P.A., 1686 West Hibiscus Blvd., Melbourne, Florida, 32901, and the initial registered agent at that address shall be JAMES M. O'BRIEN, ESQ.

I, the undersigned, being the sole incorporator of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this non-profit social/athletic club corporation under the laws of Florida, have executed these Articles of Incorporation, this 4 day of SEPTEMBER, 2008.


JAMES M. O'BRIEN, ESQ.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

FIRST, that RUNNING ZONE FOUNDATION, INC., a Florida Non-Profit organization, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named JAMES M. O'BRIEN, ESQ., 1686 West Hibiscus Boulevard, Melbourne, Florida, 32901, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JAMES M. O'BRIEN, ESQ.

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