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FLORIDA PROFIT/NON PROFIT CORPORATION

Central Florida Athletic Association, Inc.

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ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA ATHLETIC ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

Central Florida Athletic Association, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 3201 Harbor Road, Kissimmee, Florida 34746.

ARTICLE III
PURPOSES

This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Internal Revenue Code").

The general nature of the objectives and purposes for which the Corporation is formed are:

To enhance the quality of life for youth, combat community deterioration and juvenile delinquency and thereby reduce the burdens of government by promoting after-school athletics, after-school academic tutoring and after-school group study opportunities. The objectives and purposes of this Corporation include keeping young people off the streets by giving them opportunities for athletic recreation and learning, and for acquiring life skills that promote responsibility, success, achievement and self-sufficiency. The Corporation's athletic program will promote the development of the student athlete in multi-sports activities. The Corporation's tutoring program will focus on young people who need extra help academically and socially to benefit from instruction at community schools. Guidance on the importance of education as an ingredient to success, a quality life and self-sufficiency will also be available for young people. After school and evening group study sessions for young people will provide a quiet atmosphere and opportunity to promote studying and the development of good academic study habits and

discipline.

This Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation described in Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue Code. No substantial part of the activities of this Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

This Corporation shall have and may exercise any all of the powers conferred upon corporations not for profit by Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

BOARD OF TRUSTEES

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of the Corporation shall be managed by its Board of Trustees. The initial Board of Trustees shall consist of six (6) members. The names and addresses of the members of the first Board of Trustees are:

Stacey Black	2701 Oak Hammock Preserve Blvd. Kissimmee, Florida 34746
John Black	2701 Oak Hammock Preserve Blvd. Kissimmee, Florida 34746
Germaine Ray	3201 Harbor Road Kissimmee, Florida 34746
Malcolme Ray	3201 Harbor Road, Kissimmee, Florida 34746
Michael Wilson	2270 Tournament Court Kissimmee, Florida 34746
Princenna Wilson	2270 Tournament Court Kissimmee, Florida 34746

The members of the First Board of Trustees (who shall also be the initial members of this Corporation) shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Trustees of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Trustees until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

ARTICLE VI **OFFICERS**

The affairs of the Corporation shall be administered by the officers. The Offices shall be a President, a Secretary and a Treasurer and may be any other office with such designation and duties as shall be provided by or in accordance with the Bylaws. The officers shall be elected by the Board of Trustees in accordance with the Bylaws, and they shall serve at the pleasure of the Board of Trustees. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Trustees are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Malcolme Ray	3201 Harbor Road, Kissimmee, Florida 34746.
Secretary and Treasurer	Princenna Wilson	2270 Tournament Court Kissimmee, Florida 34746

ARTICLE VII **INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of this Corporation is: 1000 Legion Place, Suite 1200, Orlando, Florida 32801. The name of the initial Registered Agent of this Corporation at that address is Miller, South & Milhausen, P.A. (c/o Richard D. Baxter, Esq.) .

ARTICLE VIII **INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Malcolme Ray and his street address is 3201 Harbor Road, Kissimmee, Florida 34746.

ARTICLE IX **MEMBERS**

The classes of and qualifications for members of the Corporation and the manner of their admission and termination shall be regulated by the Bylaws of the Corporation. Members shall not be entitled to vote on amendments to the Articles of Incorporation.

ARTICLE X
BYLAWS

The Board Of Trustees shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. (Reasonable compensation may however be paid for services rendered to or for the Corporation.) Upon the dissolution of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed to any organization as shall be selected by the Board of Trustees of this Corporation and which is described in Section 501(c)(3) of the Internal Revenue Code, or in the similar provisions of any future Federal revenue law.

The private property of the incorporator, trustees, officers or members of this

Corporation shall not be subject to payment of the Corporation's debts in any event or to any extent whatsoever.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended at any time and from time to time by a majority vote of all of the Members of the Board of Trustees or by a consent in writing signed by all of the Trustees.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28 day of October, 2008.



Melaine Ray, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CENTRAL FLORIDA ATHLETIC ASSOCIATION, INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Central Florida Athletic Association, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Miller, South & Milhausen, P.A. (c/o Richard D. Baxter, Esq.), 1000 Legion Place, Suite 1200, Orlando, Florida 32801.

Central Florida Athletic Association, Inc.

By: _____

Malcolm Ray, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of Central Florida Athletic Association, Inc., 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, including Florida Statutes Section 617.0503, and I am familiar with and accept the obligations of my position as Registered Agent.

Miller, South & Milhausen, P.A.

Dated: October 28, 2008.

By: _____

Richard D. Baxter, Esq., Attorney