

NO9000001118

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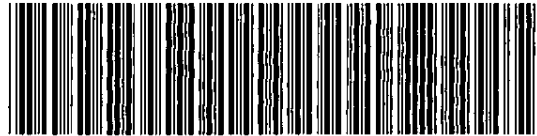
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 2/5/09

## COVER LETTER

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

SUBJECT: Impact Players NPO, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Peter DiPace Jr.  
Name (Printed or typed)

3301 NE 1<sup>st</sup> Ave, No. 2604  
Address

Miami FL 33137  
City, State & Zip

(305) 360-2201  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

STATE OF FLORIDA  
NOT-FOR-PROFIT CORPORATION  
ARTICLES OF INCORPORATION  
OF  
IMPACT PLAYERS NPO, INC.

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

**ARTICLE ONE:**

**Name**

The name of the Corporation shall be IMPACT PLAYERS NPO, INC., hereinafter referred to as the "Corporation".

**ARTICLE TWO:**

**Principle Office and Address**

The principal place of business of this Corporation shall be 3301 NE 1<sup>st</sup> Avenue, No. 2604, Miami, Florida 33137 and mailing address of this Corporation shall be the same.

**ARTICLE THREE:**

**Duration & Existence**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the day of the filing of these articles by the Department of State.

**ARTICLE FOUR:**

**Purpose**

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation or intervene in any political campaign on behalf of any candidate for public office.

The Corporation is formed for such charitable purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

The Corporation shall be organized and operated in the public interest, not for the benefit of designated persons or its founders, and will not, except to an insubstantial amount, engage in activities that do not further this organization's exempt purposes. Such purposes shall include but shall not be limited to

providing financial support, by way of grants, contributions, loans or otherwise, to other organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

#### **ARTICLE FIVE:**

##### **Powers**

Without in any way limiting the foregoing, the Corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

The Corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.

The Corporation shall not be a membership corporation.

#### **ARTICLE SIX:**

##### **Limitation on Powers**

No part of the assets of the Corporation and no part of any 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 and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE SEVEN:**

##### **Distribution of Assets**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle 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 purpose.

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**ARTICLE EIGHT:**

**Directors**

A Board of Directors having at least 3 Directors shall manage the affairs and business of the Corporation. The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the Corporation.

The name and address of the persons who are to serve as the initial directors until the first election of the directors pursuant to the by-laws of the Corporation are:

Peter DiPace Jr., 3301 NE 1<sup>st</sup> Avenue, No. 2604, Miami, FL 33137

Dr. Hilroy Thomas, 16401 NW 37<sup>th</sup> Avenue, Miami Gardens, FL 33054

Chazz Woodson, 338 NE 54<sup>th</sup> Street, No. 2, Miami, FL 33137

Desiree Young, 5073 SW 163 Ave, Miramar, FL 33027

Ken Amato, 641 Old Hickory Boulevard, No. 305, Brentwood, TN 37027

**ARTICLE NINE:**

**Registered Office & Agent**

The initial registered office of the Corporation shall be located at 3301 NE 1<sup>st</sup> Avenue, No. 2604, Miami, Florida 33137

The initial registered agent of the Corporation at that address shall be Peter DiPace Jr.

**ARTICLE TEN:**

**By-laws**

The initial directors of this Corporation shall adopt the first By-laws of the Corporation and may alter, amend or rescind in the manner provided by said By-laws.

**ARTICLE ELEVEN:**

**Incorporators**

The names and addresses of the incorporators of these Articles of Incorporation are:

Peter DiPace Jr., 3301 NE 1<sup>st</sup> Avenue, No. 2604, Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of the 21st, day of January, 2009.



Peter DiPace Jr., Incorporator

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TALLAHASSEE, FLORIDA

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

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

**Impact Players NPO, Inc.**, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in City of Miami, County of Miami-Dade, State of Florida, has named **Peter DiPace Jr.**, located at **3301 NE 1<sup>st</sup> Avenue, No. 2604, Miami, Florida 33137**, as its agent to accept service of process within this 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 Chapter 48.091, Florida Statutes relative to keeping open said office. Accepted this 21st day of January, 2009;

**Impact Players NPO, Inc.**

By:                     

*PD Jr.*

**Peter DiPace Jr., Registered Agent**

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