

NO9000005020

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

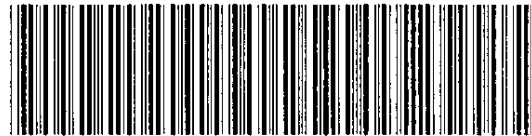
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200155890452

05/19/09--01008--003 **78.75

RECEIVED
09 MAY 18 PM 4:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 MAY 20 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
5/21

100-73549

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Baron Development
Foundation, Inc.

FILED

09 MAY 20 AM 11:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

- ☒ Art of Inc. File_____
- ☐ LTD Partnership File_____
- ☐ Foreign Corp. File_____
- ☐ L.C. File_____
- ☐ Fictitious Name File_____
- ☐ Trade/Service Mark_____
- ☐ Merger File_____
- ☐ Art. of Amend. File_____
- ☐ RA Resignation_____
- ☐ Dissolution / Withdrawal_____
- ☐ Annual Report / Reinstatement_____
- ☒ Cert. Copy_____
- ☐ Photo Copy_____
- ☐ Certificate of Good Standing_____
- ☐ Certificate of Status_____
- ☐ Certificate of Fictitious Name_____
- ☐ Corp Record Search_____
- ☐ Officer Search_____
- ☐ Fictitious Search_____
- ☐ Fictitious Owner Search_____
- ☐ Vehicle Search_____
- ☐ Driving Record_____
- ☐ UCC 1 or 3 File_____
- ☐ UCC 11 Search_____
- ☐ UCC 11 Retrieval_____

Signature

Requested by:

Seth 5/20 11:00

Name

Date

Time

Walk-In

Will Pick Up

Courier



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 19, 2009

CAPITAL CONNECTION, INC.
ATTN: BRANDEN
WALK-IN

RECEIVED
09 MAY 20 AM 11:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: BARON DEVELOPMENT FOUNDATION, INC.
Ref. Number: W09000023549

We have received your document for BARON DEVELOPMENT FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles must be in numeric order. You are missing Article IX.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 509A00016954

ARTICLES OF INCORPORATION
OF
BARON DEVELOPMENT FOUNDATION, INC.

FILED
09 MAY 20 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

BARON DEVELOPMENT FOUNDATION, INC.

The address of this corporation shall be 6634 - 10th Avenue North, St. Petersburg, Florida 33710, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated are to operate an organization for the advancement, training, and development of amateur athletics for high school age athletes. This corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be

distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, estate, or local government for exclusive public purposes.

ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for

profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act or self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503 (b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
THOMAS A. MILES	6634 - 10 th Avenue North St. Petersburg, Florida 33710
KATHY A. MILES	6634 - 10 th Avenue North St. Petersburg, Florida 33710
ROBERT P. MILES	11119 Bridge Creek Drive Riverview, Florida 33569

ARTICLE VII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in

the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary or a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of directors and the manner of filling vacancies on the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting of which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII

Directors

The name and address of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
THOMAS A. MILES	6634 - 10 th Avenue North St. Petersburg, Florida 33710
KATHY A. MILES	6634 - 10 th Avenue North St. Petersburg, Florida 33710
ROBERT P. MILES	11119 Bridge Creek Drive Riverview, Florida 33569

ARTICLE IX

Registered Office and Registered Agent

The name of the corporation's initial registered agent at the following address is THOMAS A. MILES, and the street address of the corporation's initial registered office is 6634 - 10th Avenue North, St. Petersburg, Florida 33710. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE X

Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

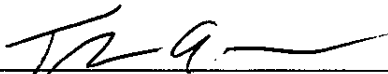
ARTICLE XI

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, add, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may

be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

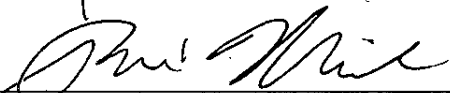
IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 23rd day of April, 2009.



Thomas A. Miles



Kathy A. Miles



Robert P. Miles

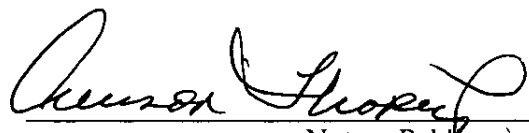
STATE OF FLORIDA

COUNTY OF PINELLAS

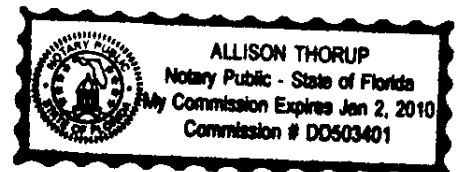
BEFORE ME, the undersigned authority, on this 23rd day of April, 2009, personally appeared THOMAS A. MILES, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

☒ Personally known
☐ Florida Driver's License
☐ Other Identification Produced



Notary Public
Printed Name: ALLISON THORUP



STATE OF FLORIDA

COUNTY OF PINELLAS

FILED


09 MAY 20 AM 11:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, on this 23rd day of April, 2009, personally appeared KATHY A. MILES, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

☒ Personally known
☐ Florida Driver's License
☐ Other Identification Produced


Notary Public
Printed Name: ALLISON THORUP

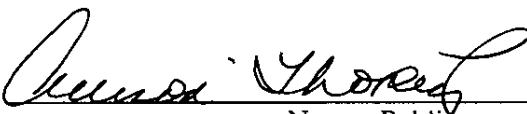
STATE OF FLORIDA

COUNTY OF PINELLAS

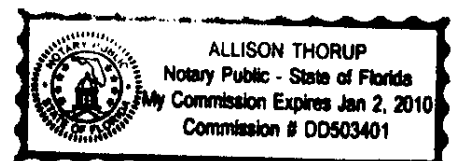
BEFORE ME, the undersigned authority, on this 23rd day of April, 2009, personally appeared ROBERT P. MILES, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

☒ Personally known
☐ Florida Driver's License
☐ Other Identification Produced


Notary Public
Printed Name: ALLISON THORUP

JLGA\B781\art.inc



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

FILED
09 MAY 20 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BARON DEVELOPMENT FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of St. Petersburg, County of Pinellas, State of Florida, has named THOMAS A. MILES, located at 6634 - 10th Avenue North, City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within Florida.

Signature:

Title: President

Date: April 23rd, 2009

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.

Signature:
Thomas A. Miles

Date: April 23rd, 2009

