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LAW OFFICES
AYRES, CLUSTER, CURRY,
McCALL & COLLINS, P.A.

Abraham C. Banks
Edwin C. Cluster*
James E. Collins
Landis V. Curry, Jr.
Wayne C. McCall*

21 NE FIRST AVENUE, OCALA, FL 34470
TEL: 352.351.2222 • FAX: 352.351.0312

11714 NE 62ND TERRACE, SUITE 500
THE VILLAGES, FL 32162-8621
TEL: 352.751.5674 • FAX: 352.751.5031

AYRESCLUSTERLAW.COM

*Certified Civil
Trial Lawyer
Florida Bar
Board of Certification

Willard Ayres - 1910 - 1988

REPLY TO OCALA

August 22, 2012

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation of Marion County Juniors, Inc.

Dear Sir or Madam:

Enclosed please find the following:

1. Amended Articles of Incorporation of Marion County Juniors, Inc.;
2. Check for Amendment of any record fee \$35 and copy fee \$10.

Please file the Amended Articles of Incorporation and return a file-stamped copy to our office in the enclosed stamped addressed envelope.

Sincerely,

AYRES, CLUSTER, CURRY,
McCALL, COLLINS & BANKS, P.A.



Marian T. England, FRP
Paralegal to James E. Collins, Esq.

/mte
Enclosures

AMENDED ARTICLES OF INCORPORATION
OF
MARION COUNTY JUNIORS, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and do hereby certify that these Amended Articles of Incorporation were adopted and approved by the Board of Directors' vote at a meeting on August 11, 2012. The members of Marion County Juniors, Inc. were not entitled to vote as said members are non-voting members.

ARTICLE I
NAME

The name of the Corporation is Marion County Juniors, Inc., hereinafter called "MCJ".

ARTICLE II
REGISTERED AGENT

The name of the Registered Agent is James E. Collins and the Registered Office is 21 NE 1st Avenue, Ocala, Florida 34470. The principal office is 17th Street, Ocala, Florida 34478.

ARTICLE III
PURPOSE

Section 1. Purpose. The primary purpose of MCJ is to promote and teach volleyball in Marion County, Florida.

Section 2. Nonprofit Character of MCJ. MCJ does not contemplate pecuniary gain or profit, direct or indirect, to its Members. MCJ shall make no distributions of income to its Members, Directors or officers, except that the Volleyball Director and other staff members may be compensated a fair wage for services rendered for MCJ.

Section 3. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code."

Amendments made by corporations must be endorsed and/or filed by the appropriate state official.

ARTICLE IV POWERS

MCJ shall have all the powers and duties reasonably necessary to fulfill its purposes, including, but not limited to:

(a) To exercise all the powers and privileges and to perform all of the duties and obligations of the Foundation as set forth in the By-Laws

(b) To have and to exercise and any all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

(c) To enter into, make, perform or enforce contracts of every kind and description; and all other acts necessary, appropriate or advisable in carrying out any purpose of MCJ with or in association with any corporation or other entity or agency, public or private.

ARTICLE V MEMBERSHIP

The members of MCJ consist of parents and guardians of volleyball players and coaches of MCJ for the current fiscal year. All members agree to be bound by the terms and provisions of these Articles of Incorporation and MCJ's bylaws.

The members shall not have any vested rights or control of MCJ. The voting members of MCJ shall consist only of MCJ's Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

The affairs of MCJ shall be managed by no more than twelve (12) voting members of the Board of Directors, plus MCJ's Volleyball Director, who also shall be a voting member of the Board of Directors, making no more than thirteen (13) total voting members of the Board of Directors.

Each voting Director shall serve for a term of three (3) years, although terms may be staggered as determined by the Board of Directors. Each Director's term shall begin

following election by MCJ's Board of Directors in accord with the bylaws. Each Director's term shall expire following the third year of service, except when a shorter term has been designated.

Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Directors shall be elected by MCJ's Board of Directors in accord with the bylaws of MCJ. Directors may be removed by a two-thirds (2/3) majority vote of the members of the Board of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Mark DeBolt
Kathy Holloway
Ken MacKay
Mike Bigelow
Marsha Parmenter
Mike Robertson

Jimmy Collins
Bob Drake
Bart Blessing
Suzanne Ritterhoff
Juan Yordan

ARTICLE VII DISSOLUTION

In the event of the dissolution of MCJ, the assets of MCJ shall be dedicated to an appropriate not for profit corporation or public agency to be used for purposes similar to those for which this corporation was created.

ARTICLE VIII DURATION

The corporation shall exist perpetually.

ARTICLE IX AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered. The Articles of Incorporation may be amended by a majority vote of the voting members of the Board of Directors.

ARTICLE X OFFICERS

The Officers of MCJ shall consist of a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one individual.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Ken MacKay
Vice President:	Bob Drake
Treasurer:	Mark Debolt
Secretary:	Kathy Holloway

ARTICLE XI BYLAWS

The original Bylaws of MCJ shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of MCJ may be amended, altered or rescinded at any regular or a special meeting of the Board of Directors.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

MCJ shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of MCJ, including reasonable counsel fees, except as to matter wherein he shall be finally adjudicated in such action, suit or proceeding to be liable or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

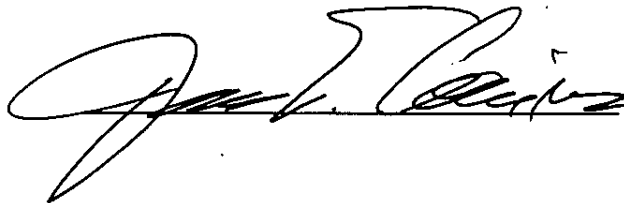
ARTICLE XIII TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between MCJ and one or more of the Directors or Officers, or between MCJ and any other corporation, partnership, association, or other organization, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this corporation shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers or Directors' votes are counted for such

purposes. No Director or Officer of MCJ shall incur liability by reason of the fact that said Director or officer may be interested in any such contract or transaction.

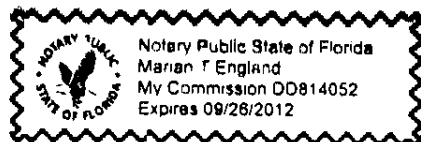
Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the state of Florida, I, the undersigned, constituting the incorporator of Marion County Juniors, Inc., have executed there Articles of Incorporation, this 21 day of August, 2012



STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 21st day of August, 2012, by James E. Collins.



Marian T. England
Notary Public

Name: _____

(Please Type or Print)

Serial Number: _____

Personally Known: ☒

Produced Identification: _____

Type: _____

My Commission Expires:

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

James E. Collins, whose address is 21 NE 1st Avenue, Ocala, Florida 34470, the initial registered agent named in the Articles of Incorporation to accept service of process for Marion County Juniors, Inc., organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 21 day of August, 2012.

