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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : THOMAS A. MOSELEY, CHARTERED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDA CLUBS INC

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ARTICLES OF INCORPORATION
OF
FLORIDA CLUBS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME. The name of this corporation is FLORIDA CLUBS, INC.

2. PURPOSE. The purpose for which the corporation is organized is:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, to support the Boys & Girls Clubs located within the State of Florida, which are members in good standing of Boys & Girls Clubs of America, Inc., that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. CAPITAL STOCK. The corporation, a corporation not for profit under Chapter 617, Florida Statutes, shall have no capital stock and no member shall have any right or title to any asset of the corporation.

4. DURATION. The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. MEMBERSHIP. Boys & Girls Clubs located within the State of Florida, which are members in good standing of Boys & Girls Clubs of America, Inc., that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code shall be eligible to be members of the corporation.

6. EARNINGS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purpose set forth in paragraph 2 hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any 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 §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax law.

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7. **PRIVATE FOUNDATION STATUS.** During any period that the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code, or corresponding section of any future tax law, the corporation will:

A. Distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or corresponding section of any future federal tax law.

B. Not engage in any act of "self dealing" as defined in §4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

C. Not retain any "excess business holdings" as defined in §4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax law.

D. Not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or corresponding section of any future federal tax law.

E. Not make any "taxable expenditures" as defined in §4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

8. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of the corporation is 1724 Manatee Avenue West, Bradenton, Florida, and the name of the initial registered agent of the corporation at that address is Thomas A. Moseley. The principal business address of the corporation is 1724 Manatee Avenue West, Bradenton, Florida 34205.

9. **NUMBER OF DIRECTORS.** The corporation shall have five directors, initially. The number of directors may be increased or diminished from time to time, by by-laws by the directors but shall never be less than three.

10. **INITIAL DIRECTORS.** The name and street address of each member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Thomas A. Moseley	1724 Manatee Avenue West, Bradenton, Florida 34205
Ronald E. Nowvskie	1320 Oakforest Drive, Ormond Beach, Florida 32174
Mary T. O'Connor	800 Northpoint Parkway, Suite 204, West Palm Beach, Florida 33407
Gary Cain	801 N. Magnolia, Suite 305, Orlando, Florida 32802
Paul Mosca	Box 919, Panama City, Florida 32402

12. **INCORPORATOR.** The name and address of the incorporator is: Thomas A. Moseley, 1724 Manatee Avenue West, Bradenton, Florida 34205.

13. **AMENDMENTS.** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a meeting of members by a majority of the members entitled to vote thereon if there are members admitted; otherwise by a majority vote of the Board of Directors; unless all the directors and all

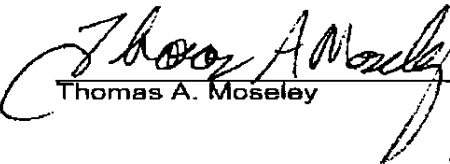
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the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

14. DISSOLUTION. Upon dissolution of the corporation, any assets remaining shall be distributed to Boys & Girls Clubs located within the State of Florida which are members in good standing of Boys & Girls Clubs of America, Inc. and which are organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as shall be determined by the affirmative vote of a majority of the Board of Directors. Any assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, to Boys & Girls Clubs located within the State of Florida which are members in good standing of Boys & Girls Clubs of America, Inc. and which are organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as said court shall determine.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation on August 24th, 2009.


Thomas A. Moseley

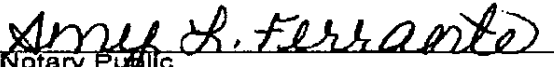
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 24th day of August, 2009 by Thomas A. Moseley, who is personally known to me or who produced August, 2009 as identification and who did not take an oath.




Notary Public
Printed Name:
My commission expires:

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.


Thomas A. Moseley, Resident Agent

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