

**N09000010515**

(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



**500162198705**

10/28/09--01010--010 \*\*78.75

Certified Copies \_\_\_\_\_

2009 OCT 28 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

2009 OCT 29 1:00 PM  
J. B. HARRIS

Jason D. Volkman  
Attorney-at-Law  
4869 Libby Road  
North Port, FL 34287  
(941) 740-2629

October 26, 2009

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

Re: Charlotte Harbor Boxing and Fitness Club, Inc.

Dear Corporations Division:

In reference to the above named entity, enclosed herein please find Articles of Incorporation, a true copy thereof, and my check made payable to Department of State in the amount of \$78.75.

Please file the Articles of Incorporation and return a certified copy of the filed Articles of Organization to me in the enclosed self-addressed, postage prepaid envelope.

Thanking you in advance for your prompt attention to this matter, I remain,

Very truly yours,



Jason D. Volkman, Esq.

Encl.: as indicated

**FILED**  
2009 OCT 28 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CHARLOTTE HARBOR BOXING AND FITNESS CLUB, INC.**

---

**ARTICLE I**

**NAME**

The name of this Corporation is CHARLOTTE HARBOR BOXING AND FITNESS CLUB, INC.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

The Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes within the meanings of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code") and § 617.0301 of the Florida Not For Profit Corporation Act, as now in effect or as may hereafter be amended (the "Act").

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, literary or educational purposes.

**FILED**  
2009 OCT 28 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in § 617.0302 of the Act, together with the power to solicit grants and contributions for such purposes.

#### ARTICLE IV

##### MANNER OF ELECTION

The initial Board of Directors shall be comprised of those Directors named in the Article V of these Articles of Incorporation. Thereafter, the Directors shall be elected at each annual meeting of the Members and each director shall hold office until the next annual meeting of Members and until the director's successor has been elected and qualified, or until the director's earlier resignation or removal from office.

#### ARTICLE V

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have at least five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The name and address of the initial director of this Corporation are:

Name:

Address:

Mark O. Asperilla, M.D.

3300 Tamiami Trail, Suite 102-A  
Port Charlotte, FL 33952-8054

Theodore Kruger

3066 Broadpoint Drive  
Punta Gorda, FL 33983

Esperanza Kruger

3066 Broadpoint Drive  
Punta Gorda, FL 33983

Steve Kruger

4325 Knollwood Drive  
Punta Gorda, FL 33983

Jason D. Volkman, J.D.

4869 Libby Road  
North Port, FL. 34287

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3300 Tamiami Trail, Suite 102-A, Port Charlotte, FL 33952-8054 and the initial registered agent of this Corporation at that address is Mark O. Asperilla, M.D.

## ARTICLE VIII

### PRINCIPAL OFFICE

The principal office of this Corporation is 3300 Tamiami Trail, Suite 102-A, Port Charlotte, FL 33952-8054, and the mailing address of this Corporation is 3300 Tamiami Trail, Suite 102-A, Port Charlotte, FL 33952-8054.

## ARTICLE IX

### INCORPORATOR

The name and address of the person signing these Articles is:

Mark O. Asperilla, M.D.

3300 Tamiami Trail, Suite 102-A  
Port Charlotte, FL 33952-8054

## ARTICLE X

### INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XI

### ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or members of this Corporation may take action by written consent as provided by law.

## ARTICLE XII

### DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

## ARTICLE XIII

### SPECIAL RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by §

501(h) of the Code and in any corresponding law of the State of Pennsylvania), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act or self-dealing (as defined in §4941(d) of the Code), from retaining any excess business holdings (as defined in §4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under §4944 of the Code, from retaining any assets which would subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption for Federal income taxation as a corporation described in § 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 23 day of October, 2009.


  
Mark O. Asperilla, M.D.

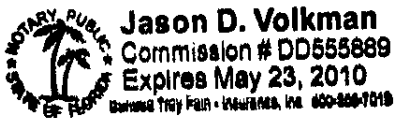
STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Mark O. Asperilla, M.D. who is personally known to the undersigned and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 23 day of October, 2009.

(Seal)

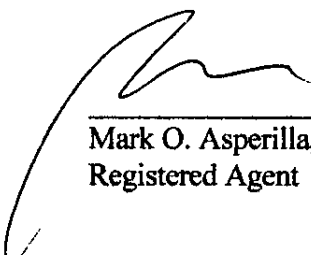
  
\_\_\_\_\_  
Notary





ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
CHARLOTTE HARBOR BOXING AND FITNESS CLUB, INC.

  
Mark O. Asperilla, M.D.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Mark O. Asperilla, M.D. who is personally known to the undersigned and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 23<sup>RD</sup> day of October, 2009.

(Seal)

  
Notary



**Jason D. Volkman**  
Commission # DD555889  
Expires May 23, 2010  
Bonded Troy Parn - Insurance, Inc. 800-365-7019

**FILED**  
2009 OCT 28 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: Jason D. Volkman, Esq.  
4869 Libby Road  
North Port, Florida 34287  
(941) 740-2629