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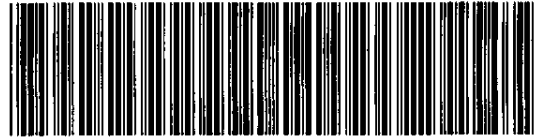
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16 JUN -9 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

June 7, 2010

VIA REGULAR MAIL

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

Re: Articles of Incorporation of NEHI Athletic Hall of Fame, Inc.

Dear Sir or Madam:

I am enclosing the Articles of Incorporation of NEHI Athletic Hall of Fame, Inc. for filing with the Secretary of State. Also enclosed is Check No. 788 for \$78.75, which amount represents the filing fee.

I would request that you send the certified copy of the Articles of Incorporation to our St. Petersburg office.

If you have any questions, please call me. Thanks.

Sincerely,



Lori L. Ammons
Legal Assistant

cc: Thomas Gregory, CPA (w/enclosures)
Neil Savage (w/enclosures)

Enclosures (2)

Department of State -Articles of Inc. - NEHI/Savage-4635898v1

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AND
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**ARTICLES OF INCORPORATION
OF
NEHI ATHLETIC HALL OF FAME, INC.**

10 JUN -9 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not for profit, hereby adopts the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

Article 1

Name

The name of this corporation is:

NEHI ATHLETIC HALL OF FAME, INC.

Article 2

Corporate Purposes

1. The Corporation is organized as a not-for-profit corporation.
2. This Corporation is organized exclusively for religious, charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").
3. In no event—
 - a. Shall this Corporation operate for any purpose other than for its exempt purpose. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under the Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
 - b. Any part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes.
 - c. Shall any substantial part of the activities of this Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.
4. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Code, or to the federal or state government for a public purpose.

5. During all times the Corporation is a private foundation within the meaning of Section 509 of the Code:
 - a. The Corporation shall distribute its income 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 Code, or corresponding provisions of any subsequent federal tax law.
 - b. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax law.
 - c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax law.
 - d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax law.
 - e. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax law.

Article 3

Registered Office and Agent

The street address of the registered office of this corporation is

Suite 600
100 Second Avenue South
St. Petersburg, FL 33701

The name of the registered agent of this corporation at that address is: **Thomas H. Gregory.**

Article 4

Principal Office

The principal office of the corporation is:

5500-16th Street North
St. Petersburg, FL 33703

Article 5

Mailing Address

The mailing address of the corporation is:

% David Redding
5500-16th Street North
St. Petersburg, FL 33703

Article 6

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) individuals. The Corporation shall initially have three (3) directors. The individuals who shall serve as the members of the initial Board of Directors until their successors in office are duly elected or appointed and qualify are:

William H. Dudley
5500-16th Street North
St. Petersburg, FL 33703
Thomas Newton Muntz
5500-16th Street North, Unit #107
St. Petersburg, FL 33703
James Valenty
5500-16th Street North
St. Petersburg, FL 33703

Their respective successors in office shall be elected or appointed in the manner and for the terms provided for in the Corporation's Bylaws.

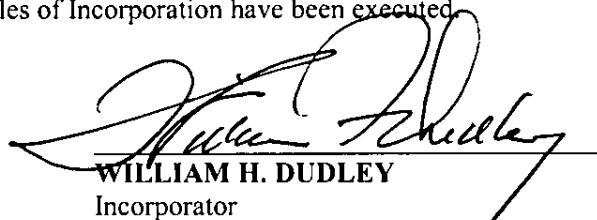
Article 7

Incorporator

The name and address of the incorporator is:

William H. Dudley
5500-16th Street North
St. Petersburg, FL 33703

IN WITNESS WHEREOF, these Articles of Incorporation have been executed


WILLIAM H. DUDLEY
Incorporator

APPROVED
AND
FILED

NEHI ATHLETIC HALL OF FAME, INC.

10 JUN -9 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for **NEHI Athletic Hall of Fame, Inc.**, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


THOMAS H. GREGORY
Registered Agent