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**FLORIDA PROFIT/NON PROFIT CORPORATION
LA LEY SPORTS AND YOUTH CHARITY ORGANIZATION,
INC.**

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**ARTICLES OF INCORPORATION
OF
LA LEY SPORTS AND YOUTH CHARITY ORGANIZATION, Inc.
a Florida Corporation *Not For Profit***

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We, the undersigned, for the purpose of forming a Corporation not for profit under the Laws of the State of Florida, Florida Statutes 617, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

LA LEY SPORTS AND YOUTH CHARITY ORGANIZATION , Inc., a Florida Corporation *Not For Profit*

Its business shall be carried on in Miami, Florida and at such other point or places in the State of Florida, and in the United States and foreign countries as may from time to time be authorized by the Board of Directors. Its principal office shall be at 5040 N.W. 7th Street, Suite 900, Miami, Florida 33126.

The registered office of the corporation is 5040 N.W. 7th Street, Suite 900, Miami, Florida 33126 and the registered agent at that address is Robert W. Rodriguez, Esq..

ARTICLE II

This general purpose of the Corporation is as follows:

The Corporation is organized exclusively for purposes within the meaning of § 501(c)(3) and 107 (c) (2) of the Internal Revenue Code, as may be amended. The Corporations is also organized for the purposes of making contributions or donations to other § 501(c)(3)

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organizations within the meaning of the Internal Revenue Code, as may be amended and exempt from taxation under § 501(a) of the Internal Revenue Code, as may be amended.

ARTICLE III

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.

4 In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within

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Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified.

The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE IV

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

ARTICLE V

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time in the manner provided for therein.

ARTICLE VI

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three. The name and address of the first director of the corporation, while the other two are being determined, shall be:

John H. Ruiz
5040 N.W. 7th Street
Suite 900
Miami, Florida 33126

ARTICLE VII

The names and addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

H10000148173

H10000148173

**John H. Ruiz, President, Vice-President, Secretary and Treasurer
5040 N.W. 7th Street
Suite 900
Miami, Florida 33126**

ARTICLE VIII

The name and post office address of the Incorporator is as follows:

**John H. Ruiz
5040 N.W. 7th Street, Suite 900
Miami, Florida 33126**

IN WITNESS WHEREOF, the undersigned incorporator/subscriber has executed these
Articles of Incorporation this 17th day of June, 2010.

State of Florida
County of Miami-Dade


John H. Ruiz

Before me, a notary public authorized to take acknowledgments in the state and county
set forth above, personally appeared John H. Ruiz, known by me to be the person who executed
the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of June, 2010.


Notary Public State of Florida

My Commission Expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

**LA LEY SPORTS AND YOUTH CHARITY ORGANIZATION, Inc., a Florida
Corporation Not For Profit**, with its principal office as indicated in the Articles of
Incorporation, in the City of Miami, Florida, has named **Robert W. Rodriguez, Esq.** located at
5040 N.W. 7th Street, Suite 900, Miami, Florida 33126, as its agent to accept service of
process within the state.

Having been named to accept service of process for the above-stated corporation, at place
designated in this Certificate, I, **Robert W. Rodriguez**, hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to keeping open said office.

Robert W. Rodriguez

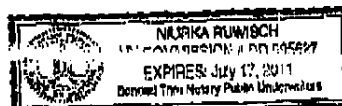
State of Florida
County of Miami-Dade

Before me, a notary public authorized to take acknowledgments in the state and county
set forth above, personally appeared **Robert W. Rodriguez**, known by me to be the person who
executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the state and county aforesaid this 17th day of June, 2010.

Notary Public State of Florida

My Commission Expires:

**H10000148173**

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TALLAHASSEE, FLORIDA