

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000026952 3)))



H190000269523ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : WOOD, BUCKEL AND CARMICHAEL, PLLC
Account Number : I20170000051
Phone : (239)552-4100
Fax Number : (239)263-7922

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: bsm@wbclawyers.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
GULF COAST YOUTH SPORTS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

JAN 24 2019

T. LEMIEUX

(((H19000026952 3)))

COVER LETTERTO: Amendment Section
Division of CorporationsNAME OF CORPORATION: GULF COAST YOUTH SPORTS ASSOCIATION, INC.DOCUMENT NUMBER: N10000006287The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BONIE S. MONTALVO

(Name of Contact Person)

WOOD, BUCKEL & CARMICHAEL

(Firm/ Company)

2150 Goodlette Road N. Sixth Floor

(Address)

Naples, FL 34102

(City/ State and Zip Code)

BSM@WBCLAWYERS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BONIE S MONTALVO

239

552-4138

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing AddressAmendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314Street AddressAmendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

(((H19000026952 3)))

((H19000026952 3)))

FILED

2019 JAN 23 A 11:44

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GULF COAST YOUTH SPORTS ASSOCIATION, INC.
(A Florida Not-For-Profit Corporation)**

These Amended and Restated Articles of Incorporation were adopted by a Special Meeting of the Board of Directors and unanimously approved.

**ARTICLE I
NAME**

The name of the Corporation is GULF COAST YOUTH SPORTS ASSOCIATION, INC.
("Corporation")

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Corporation is 2560 Golden Gate Boulevard
West, Naples, FL 34120.

**ARTICLE III
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to
Florida law.

**ARTICLE IV
PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes
as described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as
amended, or corresponding section of any future federal tax code ("Code"), including, for such
purposes, making distributions to organizations that qualify as exempt organizations under Section
501(c)(3).

The initial purposes of this Corporation shall be to educate and expand the skill of the
games of baseball and softball among the youth of America.

**ARTICLE V
NECESSARY POWERS**

Articles of Incorporation of
Gulf Coast Youth Sports Association, Inc.
Page 1 of 5

((H19000026952 3)))

(((H19000026952 3)))

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI **MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Executive Committee of the Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation and members of its Executive Committee shall be as set forth in the Bylaws.

ARTICLE VII

The current Directors are as followed:

Charles Maurer
6181 Cypress Hollow Way
Naples, FL 34109

Gayle Crabtree
3160 La Costa Circle #105
Naples, FL 34105

Janet Marlowe
9651 Winterview Dr.
Naples, FL 34109

ARTICLE VIII **MEMBERSHIP**

The Corporation shall have no Members.

ARTICLE IX **PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 purposes set forth in Article IV hereof.

(((H19000026952 3)))

(((H19000026952 3)))

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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

A. Shall 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 Section 4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X **DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with a Plan of Dissolution to be adopted by the Executive Committee of the Board of Directors. The assets distributed under the Plan shall be distributed to one or more charitable and educational corporations within the meaning of Section 501(c)(3) of the Code engaged in similar activities as the Corporation or shall be distributed to the State of Florida or a political subdivision thereof for a public purpose which supports similar purposes as the Corporation. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI **AMENDMENT OF BYLAWS**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by two thirds (2/3rds) vote of the members of the executive Committee of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with federal or Florida law or these

(((H19000026952 3)))

((H19000026952 3)))

Articles of Incorporation.

ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of incorporation may be amended, altered and/or restated only by two thirds (2/3rds) vote of the members of the Executive Committee of the Board of Directors.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED AGENT ADDRESS


The street address of the Corporation's registered office in the State of Florida is

Wood Buckel & Carmichael
2150 Goodlette Road North, 6th Floor
Naples, Florida 34102

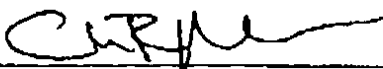
ARTICLE XIV
ADOPTION OF ARTICLES

IN WITNESS WHEREOF, the undersigned hereby execute these Amended and Restated Articles of Incorporation upon the unanimous vote of the Board of Directors of the Corporation as permitted by Florida law and the Corporation's bylaws on January 1, 2019.

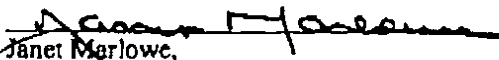
this Amended and Restated Articles of Incorporation on 1/1, 2019.



Gayle Crabtree,
Director



Charles Maurer,
Director



Janet Marlowe,
Director

((H19000026952 3)))

((H19000026952 3)))

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the Corporation is Gulf Coast Youth Sports Association, Inc.

The name and address of the registered agent of the Corporation is:

Wood, Buckel & Carmichael
2150 Goodlette Road
Naples, FL 34102

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated
Corporation at the place designated in this certificate, I hereby accept the appointment as registered
agent and agree to act in that 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.

WOOD, BUCKEL & CARMICHAEL:


Kevin Carmichael,
Authorized Member

Date: 1/1/2019

((H19000026952 3)))