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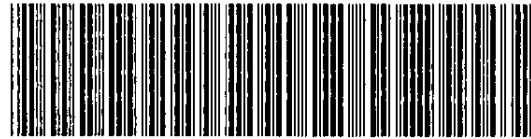
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 MAR 21 PM 12:36

FILED

J. Shivers MAR 23 2011

COVER LETTER

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

SUBJECT: **XMADA FITNESS OUTREACH, INC.**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: **ANGELA ANDREWS**
Name (Printed or typed)

425 SW 113th WAY
Address

Pembroke Pines, FL 33025
City, State & Zip

(954) 709-0909
Daytime Telephone number

xmada@comcast.net
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE
TALLAHASSEE, FL 32304

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
XMADA FITNESS OUTREACH INC**

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S. J. HANLEY
TALLAHASSEE, FL 32301

The undersigned, hereby adopts these Articles of Incorporation to form a Not-For-Profit Corporation pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I
Name and Address

The name of the corporation shall be **XMADA FITNESS OUTREACH INC.** The address of its principal office and mailing address is 320 S Flamingo Road Suite 189 Pembroke Pines, FL 33027

ARTICLE II
Duration

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

ARTICLE III
Purpose Clause

The purpose for which this corporation is organized are:

- A. Exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), and notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and amended, contributions to which are deductible for federal income, gift, and estate tax purposes.
- B. The corporation's purposes shall include, but shall not be limited:
 1. To further the welfare of the community at large; to plan for the philanthropic, social, cultural and educational advancement of the community at-large, and to foster cooperation among local organizations directed toward that end.
 2. To solicit, collect, and otherwise raise money for philanthropic, social, cultural, educational and religious purposes; to contribute, disburse, and distribute the sum of the income and principal thereof for such purposes, either directly or by contribution to other organizations, agencies, or institutions organized for the same or similar purposes and which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or by the corresponding provisions of any further United States Internal Revenue Law), to

whom a direct contribution would be tax exempt under the then existing Internal Revenue Code and regulations promulgated there under; to receive and hold by purchase, gift bequest, or otherwise real or personal property, and to distribute such property as it may be deemed best for the promotion of the purposes of the corporation.

3. To review and determine the obligations, responsibilities and effectiveness of all agencies requesting appropriations; to budget and control the disbursements to the beneficiary agencies.
4. In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require in furtherance of its exempt purposes.

ARTICLE IV **Restrictions**

- A. This corporation is a nonprofit corporation organized pursuant to the Florida Not-for-Profit Corporation Act, and is created, organized, and shall be operated exclusively for educational, charitable, scientific and literary purposes.
- B. This corporation does not contemplate pecuniary gain or profit to its member, directors or officers and not part of any net earnings of the corporation shall inure to the benefit of any member, director, officer or other individual; however, nothing herein shall prohibit the corporation from paying its officers and directors reasonable compensation for services rendered to or for the corporation nor from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to or for the corporation.
- C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income, estate and gift taxation.
- D. All of the property of this corporation is and shall be irrevocably dedicated to religious charitable, scientific, literary or educational purposes, and in the event of a dissolution of the corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for religious , education, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the United States of America or to a state or local government for public purpose. In no event shall the assets or the property of the corporation, or the proceeds of any of such assets or property, upon dissolution, go or be distributed to members (unless such member qualifies as an organization described under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

ARTICLE V **Capital Stock**

The corporation shall have no capital stock.

ARTICLE VI

Members

The corporation shall not have members, unless the By-Laws shall provide that the corporation shall have members. Unless the By-Laws provide that the corporation shall have members, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these Articles of Incorporation. If the By-Laws provide that the corporation shall have members, qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the By-Laws.

ARTICLE VII

Liability

None of the members, directors or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE VIII

Initial Board of Directors

The corporation shall have seven (3) 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 two (2). Qualification, voting and other rights of such directors and the manner of the election or appointment shall be as set forth in the By-Laws. The names and addresses of the initial directors of this corporation are:

Angela Andrews (President/CEO)	425 SW 113 th Way Pembroke Pines, Fl 33025
Olivia Edwards (Secretary)	425 SW 113 th Way Pembroke Pines, Fl 33025
Willie Edmonds (Treasurer)	425 SW 113 th Way Pembroke Pines, Fl 33025

ARTICLE IX

Officers and Directors

The officers of the corporation shall occupy those positions designated in the By-Laws and the officers and directors shall be elected and shall govern in accordance with the provisions of the By-Laws

ARTICLE X

Indemnification

This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporations Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law agreement, vote of members (if any) or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors,

personal representatives, administrations, of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation shall be 320 S Flamingo Road Suite 189 Pembroke Pines, Fl 33027 and the name of the initial registered agent of this corporation at the address is Angela Andrews.

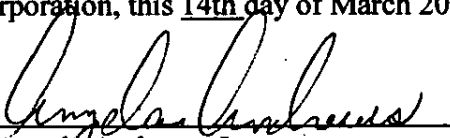
ARTICLE XII
Incorporator

The name of the incorporator of this Corporation is Angela Andrews and the address of said incorporator is 425 SW 113th Way Pembroke Pines, Fl 33025.

ARTICLE XIV
Effective Date

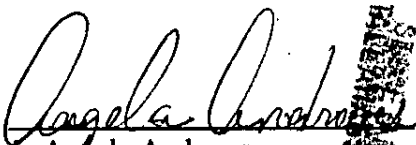
These Articles of Incorporation shall be effective as of March 14, 2011.

For the purpose of forming this nonprofit corporation, under the laws of the State of Florida, I have executed these articles of incorporation, this 14th day of March 2011.


Angela Andrews, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the foregoing designation as Registered Agent for Service of Process within the State of Florida, does hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 14th day of March 2011.

By: 
Angela Andrews

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