

N11000008600

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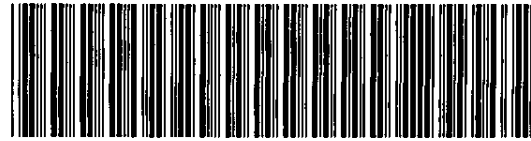
(Business Entity Name)

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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
1/4/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Club Steel, Inc.

DOCUMENT NUMBER: N11000008600

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cynthia Steel

(Name of Contact Person)

Club Steel, Inc

(Firm/ Company)

2340 Wells Ferry Street #302

(Address)

Wesley Chapel, FL 33544

(City/ State and Zip Code)

coachsteel@gmail.com

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

For further information concerning this matter, please call:

Cynthia Steel

(Name of Contact Person)

at (727) 207-0039

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

2011 DEC 28 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Club Steel, Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000008600

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.
(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) _____	_____	_____ _____ _____
2) _____	_____	_____ _____ _____
3) _____	_____	_____ _____ _____
4) _____	_____	_____ _____ _____
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Attached

The date of each amendment(s) adoption: 11-1-11

(date of adoption- required)

Effective date if applicable: 11-11-11

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 11-27-11

Signature

Cynthia Steel

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Cynthia Steel

(Typed or printed name of person signing)

President

(Title of person signing)

Articles of Incorporation
(Revised)
Of
CLUB STEEL, INC.

We, the undersigned, residents and citizens of the United States of America, of full age and majority, and being desirous of forming a Non Profit Corporation for, charitable, educational purposes under the provisions of Chapter 617 of the Florida Statutes, Nonprofit Corporation Act, adopts the following revised Articles of Incorporation for such corporation:

ARTICLE I
CORPORATE NAME and OFFICE

The name of this corporation is Club Steel, Inc.

The location of the office and the mailing address of the corporation is 2340 Wells Ferry Street #302, Wesley Chapel, FL 33544 US.

ARTICLE II
DURATION

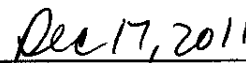
The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon 9/12/2011 and the filing of these Articles of Incorporation.

ARTICLE III
REGISTERED OFFICE AND AGENT

3.1 The registered agent of the corporation shall be Cynthia M. Steel who fully understands the duties of that office and agrees to receive notice and service for the Corporation. The registered Office of the Corporation shall be 2340 Wells Ferry Street #302, Wesley Chapel, FL 33544 US.



Cynthia M. Steel



Date

ARTICLE IV PURPOSES

4.1 The corporation is organized and operated exclusively for developing and running youth sports team clubs for charitable purposes as within the meaning of Section 501(c)(3) of the Internal Revenue Code, with focus on furthering support either directly or by contributions of commodities and personal tangible property to youth team sport programs that train youth in athletic skills, team cooperation, leadership expertise and instill moral and ethical values; empower the disadvantaged with the ability to participate thereby enhancing their lives at home and in their community. More specifically, these purposes shall include but not be limited to:

To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida and to act and operate as a charitable organization in promoting team sports and skills, unity of our youth, teaching them to reach beyond themselves and to give into their communities, other nonprofit associations, and other organizations and their branches; and to unify, strengthen and empower families and individuals with moral and ethical values through group teaching and support, through educational training, team meetings, programs, and by providing financial support and /or contributions.

To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the State of Florida, Nonprofit Corporation Association Act, as amended and supplemented.

To solicit and receive contributions;

To receive personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

To take, purchase or otherwise acquire to own, hold, occupy, improve, develop and work; to grant, sell, exchange, let, demise, or otherwise dispose of real estate, buildings, and improvements and every right, interest, estate therein without limit as to the amount thereof and where so ever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement, obligation by or with a person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

4.2 The corporation shall have the power to conduct activities and engage in transactions incidental to the accomplishment of the above purposes, including the power to accept contributions, subject to the following limitations:

- a. No part of the net earnings of Club Steel, Inc. shall inure to the benefit of, or be distributable to its directors, officers, employees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purpose set forth above;
- b. 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 any candidate for public office except as authorized under the most current Internal Revenue Code;
- c. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170(c) (2) or said Internal Revenue Code.

4.3 If the corporation is ever classified by the Internal Revenue Service as a Private Foundation, the following provisions will prevail:

- a. The corporation 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.
- b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d).
- c. The corporation shall not retain any excess business holdings as defined in Section 4943(c)
- d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944
- e. The corporation shall not make any taxable expenditure as defined in Section 4949(d)

Any reference herein to "Section" refers to a section of the Internal Revenue Code of 1986, as amended, and to any corresponding subsequent federal tax laws.

ARTICLE V MEMBERSHIP

5.1 The corporation shall have no owner membership. The Board of Directors will act as voting members of the corporation.

ARTICLE VI SHARES

6.1 The nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VII BY-LAWS

7.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-Laws. The original By-Laws shall be adopted by the Board of Directors of the corporation. Therefore, By-Laws may be adopted, amended or repealed by the Board of Directors in accordance with the By-Laws.

ARTICLE VIII DISSOLUTION

8.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3).

8.2 Any such assets not so disposed of by the Board of Directors shall be disposed of by the district court 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 IX DIRECTORS

9.1 The business affairs of this corporation shall have three to nine (3-9) directors initially. The number of the directors may be increased from time to time, by the By-Laws, but shall never be less than three (3) or more than, nine (9), unless the By-Laws are subsequently amended. A director may be removed as outlined in the By-Laws.

9.2 Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

9.3 The names and address of the persons who are to serve as the initial board of directors for the ensuing year or until the first annual meeting of the corporation are:

NAME	ADDRESS
1. Cynthia M. Steel	2340 Wells Ferry Street, #302 Wesley Chapel, FL 33544
2. Geralyn Conway	27601 Pine Point Drive, Wesley Chapel, FL 33544
3. Diane McKelvey	27908 Bristol Bay Place, #303, Wesley Chapel, FL 33544

ARTICLE X OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
1. Director/ President/Treasurer	Cynthia M. Steel
2. Director/ Secretary	Geralyn Conway
3. Director	Diane McKelvey

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation. Such agent hereby acknowledges and accepts appointment as Corporation Registered Agent.

ARTICLE XI
MISCELLANEOUS

11.1 The extent of personal liability, if any, for directors or officers for corporate obligations and the methods of enforcement and collection, are as follows: NONE. Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit corporations, then the liability of the directors and Officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida law.

IN WITNESS WHEREOF, I have executed these amended Articles of Incorporation in duplicate dated this 15th day of November, 2011, and say that we are the Directors herein and have read the above and foregoing Articles of Incorporation and know the contents thereof.

Dated the 19 day of December, 2011.

DIRECTOR(S)

Cynthia M. Steel

Geralyn Conway

Diane McKelvey

REGISTERED AGENT:

Cynthia Steel

State of Florida)

: §

County of Pasco)

On the 19 day of Dec, 2011 Cynthia Steel personally appeared before me the above listed, the signer(s) of the within instrument, who duly acknowledged to me they executed the same.

Notary Public

