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(Business Entity Name)	
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### **COVER LETTER**

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

### SUBJECT: Florida Machine Basketball Association, 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

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ADDITIONAL COPY REQUIRED

FROM: James Nugent Name (Printed or typed)

2699 NW 42nd Street

Address

Boca Raton, Fl. 33434 City, State & Zip

561-716-2147

Daytime Telephone number

### jamesenugent@comcast.net

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

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

# ARTICLES OF INCORPORATION

## Florida Machine Basketball Association, Inc.

### A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

### **ARTICLE I: NAME OF CORPORATION**

The name of the corporation shall be: Florida Machine Basketball Association, Inc.

### ARTICLE II: PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be:

2699 NW 42<sup>nd</sup> Street Boca Raton, Florida 33434

### ARTICLE III: PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To teach and promote the ideals of good sportsmanship, discipline, and teamwork through a positive environment with amateur sports. The corporation will foster amateur sports education and competition to support and develop amateur athletes for that competition. The corporation will teach and develop the athlete's fundamental understanding of basketball. The corporation will provide a competitive travel basketball program and participate in leagues and tournaments that provide the athletes with the best possible competition and opportunity for success.

2. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes.

4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be

persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

5. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

6. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

7. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

8. Upon the dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### ARTICLE IV: BOARD OF DIRECTORS

The initial directors of the Corporation are appointed, herein, by the incorporator. The ongoing manner of election and appointment of directors shall be 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.

#### ARTICLE V: INITIAL DIRECTORS/OFFICERS

Executive Director/President:	James Nugent 2699 NW 42 <sup>nd</sup> Street Boca Raton, Fl. 33434
Director/Vice President:	Herve Joseph 119 NW 83 <sup>rd</sup> Street Miami, Fl. 33150
Director/Secretary:	Caleb Henry 10753 NE 3rd Avenue Miami, Fl. 33161
Director/Treasurer:	Theresa Nugent 2699 NW 42 <sup>nd</sup> Street Boca Raton, Fl. 33434

### ARTICLE VI: REGISTERED AGENT

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

James Nugent 2699 NW 42<sup>nd</sup> Street Boca Raton, Fl. 33434

### ARTICLE VII: INCORPORATOR

The name and address of the incorporator is:

. .

James Nugent 2699 NW 42<sup>nd</sup> Street Boca Raton, Fl. 33434



### **ARTICLE VIII: INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit of proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

### EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 22nd day of <u>September</u>, 20<u>11</u>.

Jàmes Nugent

### **REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

as Nugent

Date: 9/22/11