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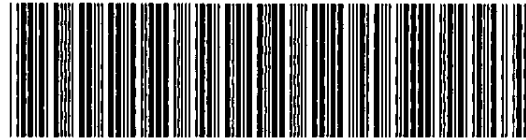
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUL 17 2012

COVER LETTER

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

SUBJECT: Lady Shottas 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

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Seth Z.oseph
Name (Printed or typed)

255 Alhambra Circle, Suite 1250
Address

Coral Gables, FL 33134
City, State & Zip

(305) 445-5383
14262 SW 40th Street, Suite 100
Daytona Beach, FL 32117
Telephone number

sjoseph@josephlawfirm.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
LADY SHOTTAS BASKETBALL ASSOCIATION, INC.

The undersigned does hereby make, subscribe, acknowledge, adopt, and file this Article of Incorporation for the purpose of forming a not for profit corporation under the Florida Not for Profit Corporation Act.

ARTICLE I – NAME

The name of the corporation shall be:

LADY SHOTTAS BASKETBALL ASSOCIATION, INC.

ARTICLE II – PRINCIPLE OFFICE

The principle place of business and mailing address shall be:

**14262 SW 140th Street
Suite 111
Miami, FL 33186**

ARTICLE III– PURPOSE

1. To promote and foster an interest in the sport of basketball among the youth of Florida and their parents and guardians.
2. To instruct and train individuals for the purpose of improving or developing their skills in the sport of basketball for local, state, national, and international competition.
3. To supervise, sponsor and financially assit a disciplined and competitive program of basketball.
4. To promote, develop, and foster the ideals of good sportsmanship, honesty, respect for authority, teamwork, and fair competition.
5. The purpose for which the Lady Shottas Basketball Association, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 of the corresponding provision of any future United States Internal Revenue law.
6. Notwithstanding any other provisions of these articles, this organization shall not carry on any 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 or the corresponding provision of any future United States Internal Revenue law.

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7. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IV - DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE V – POWERS AND PURPOSES

The Corporation shall have all the powers granted corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Internal Revenue law.

The purposes for which the Corporation is to be formed are as described in Article III to offer amateur sports programs through a volunteer base for all people; to promote good sportsmanship and good citizenship; to conduct programs that provide for, enhance and strengthen participation and competition for amateur athletes; to work with other organizations to benefit amateur athletes and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding anything herein appearing to the contrary, this Corporation shall not carry on any activities not permitted to be carried on under the corporate not-for-profit laws of the State of Florida and by an organization exempt from federal 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.

ARTICLE VI – MEMBERSHIP

The corporation shall have no members.

ARTICLE VII – DIRECTORS

The affairs and corporate powers of the Corporation shall be vested in a Board of Directors, which shall initially consist of not less than four (4) directors. Where not inconsistent with the express provisions of these Articles, the Board of Directors shall have the right, powers and privileges prescribed by law for directors of non-profit corporations.

Within the standards and limitations prescribed herein, and except as provided in these Articles, the qualifications and terms of office, manner of election of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed by the By-Laws of the Corporation.

The initial Board of Directors and their addresses who are to serve as the initial Directors until the first annual meeting, or until their successors are elected and qualified are:

Director – President

Paul Smith
14262 SW 140th Street, Suite 111
Miami, FL 33186

Director – Vice President

Jason Prosper
7912 NW 73rd Avenue
Tamarac, FL 33321

Director – Treasurer

Robert Reynolds
14821 South Dixie Highway
Miami, FL 33176

Director - Secretary

Seth Z. Joseph
255 Alhambra Circle, Suite 1250
Coral Gables, FL 33134

ARTICLE VIII – MANNER OF APPOINTMENT

Directors are appointed by majority vote of the existing directors.

ARTICLE IX - REGISTERED AGENT

The Registered Agent for the corporation is:

Seth Z. Joseph
255 Alhambra Circle, Suite 1250
Coral Gables, FL 33134

ARTICLE X – INCORPORATOR

The name and address of the incorporator of this corporation is:

Seth Z. Joseph
255 Alhambra Circle, Suite 1250
Coral Gables, FL 33134

ARTICLE XI - AMENDMENTS TO THE ARTICLES

The Articles of Incorporation may be amended, repealed or altered and new Articles adopted only by a two-thirds majority of votes called at a meeting specifically called for that purpose, and at which a quorum is present.

ARTICLE XII - BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the corporations not-for-profit law of the State of Florida, and Section 501(c)(3) of the Internal Revenue Code of 1986 or any future United States Internal Revenue law, the By-Laws of the Corporation shall be approved, altered, rescinded or amended by an affirmative vote of not less than a majority of a quorum of the voting members or the Board of Directors.

ARTICLE XIII - DEDICATION OF ASSETS

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation:

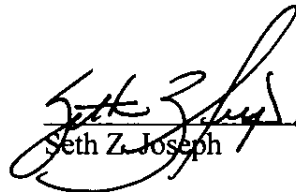
- a) The Corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the

Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

- b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons having a person or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.
- c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not, in any manner or to any extent, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).
- d) Neither the whole or any part or portion of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated for, objects or purposes other than those set forth in Article III hereof.
- e) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).
- f) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.
- g) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

- h) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).
- i) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).
- j) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

IN WITNESS WHEREOF, we, the undersigned subscribers, have hereunto set our hands and seals this 13 day of JULY, 2012 for the purpose of forming this Corporation Not-For-Profit under the laws of the State of Florida.

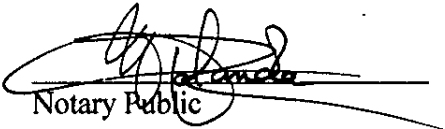

Seth Z. Joseph

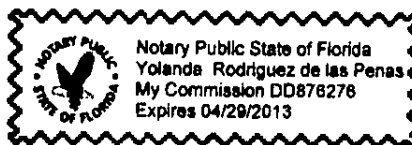
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA,)
COUNTY OF MIAMI-DADE) ss

The foregoing instrument was acknowledged before me this 13TH day of JULY, 2012 by SETH Z. JOSEPH, who is personally known to me ~~or produced a valid driver's license as identification, and did/did not~~ take an oath.


Notary Public



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.


Seth Z. Joseph / Registered Agent

JULY 13, 2012
Date