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DIVISION OF CORPORATE AFFAIRS

## COVER LETTER

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

SUBJECT: **AC DELRAY, 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: **Brian Louis Lipshy, Esq.**

Name (Printed or typed)

**201 NE 1st Avenue**

Address

**Delray Beach, FL 33444**

City, State & Zip

**561-330-0660**

Daytime Telephone number

**arjenith@aol.com**

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**

**FOR**

**AC DELRAY, INC.**

**A Florida Not For Profit Corporation**

The undersigned files these Articles of Incorporation for the purpose of forming Corporation under and pursuant to Chapter 617 of the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation not for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

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**ARTICLE I**

**Name**

The name of the Corporation is **AC DELRAY, INC.** (the "**Corporation**").

**ARTICLE II**

**Address**

The street address and mailing address of this Corporation's principal office is as follows:

455 NE 5<sup>th</sup> Avenue D248  
Delray Beach, Florida 33426

**ARTICLE III**

**Purposes**

**Section 1.** The Corporation is organized as a not for profit corporation exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code) ("**Code**").

**Section 2.** Without limiting the generality of the purposes specified in Section 1 above, the Corporation shall be dedicated to the promotion and sponsorship of youth soccer, and its principal purposes are to (a) provide opportunities for youth to participate in soccer activities; (b) teach and train youth in soccer skills; (c) promote sportsmanship and develop leadership; (d) develop physical fitness and mental alertness; and (e) provide an enjoyable recreational activity.

ARTICLE IV  
Election of Directors

The manner in which the directors are elected or appointed shall be at the annual board of directors meeting in accordance with the By Laws of the Corporation.

ARTICLE V  
Initial Officers and Directors

The Initial Officers and Directors of the Corporation are:

Mark Hanna, President, Director  
5 Sailfish Lane  
Ocean Ridge, FL 33435

Patrick Doyle, Vice President, Director  
18 Hudson Avenue  
Ocean Ridge, FL 33435

Randy Simmen, Treasurer, Director  
887 Livingston Way  
Boynton Beach, FL 33472

Bobby Lanza, Secretary, Director  
760 East Ocean Boulevard  
Boynton Beach, Florida 33435

ARTICLE VI  
Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE VII  
Initial Registered Office and Agent

Arnold E. Thompson  
1307 NW 8<sup>th</sup> Court  
Boynton Beach, FL 33426

ARTICLE VIII  
By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles and may be modified, amended or rescinded only by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE IX  
Negation of Pecuniary Gain

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certifications of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article III.

ARTICLE X  
Prohibition of Certain Activities

This Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Code or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Code.

ARTICLE XI  
Dissolution

Upon the dissolution of this Corporation and in accordance with Florida law, the Board of Directors shall transfer, after paying or making provisions for the payment of all of the liabilities of this Corporation, the remaining assets to a charity or charities associated with helping the homeless within the meaning of Section 501(c)(3) of the Code.

ARTICLE XII  
Incorporator

The names and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian Louis Lipshy, Esq.	201 NE 1 <sup>st</sup> Avenue, Delray Beach, FL 33444

IN WITNESS WHEREOF, I have hereunto set my hand this 5 day of June, 2014.

INCORPORATOR:

Brian Louis Lipshy

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.503, FLORIDA STATUTES, THE UNDERSIGNED COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: AC DELRAY, INC.
2. The name and address of the registered agent and office is:

Arnold E. Thompson  
1307 NW 8th Court  
Boynton Beach, FL 33426

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

By Arnold E. Thompson  
Arnold E. Thompson, Registered Agent

6-5-14  
Date

STATE OF FLORIDA

COUNTY OF PALM BEACH

}  
}  
} ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Arnold E. Thompson, who is personally known to me ( ) or who did furnish \_\_\_\_\_ for identification, and ~~who acknowledged~~ executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

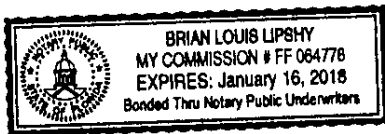
WITNESS my hand and official seal in the County and State last aforesaid this 5 day of June, 2014.

[Signature]  
NOTARY PUBLIC

**BRIAN LOUIS LIPSHY**

Printed Name of Notary

(Seal)



DIVISION OF CORPORATE  
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