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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FUTURE OLYMPIC ATHLETES ASSOCIATION, INC**

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FOAA, Inc Articles of Incorporation

EIN 47-1445436

Audit Number: H14000120296

**ARTICLES OF INCORPORATION****OF****FOAA, INC.**

**A Florida Non-Profit Public Benefit Corporation  
In Compliance with Chapter 607 and/or Chapter 617.0202, F.S. (Non-Profit)**

**ARTICLE I  
NAME****1.01 Name**

The name of this corporation shall be FOAA, INC. The business of the corporation may be conducted as a DBA as so authorized by its Board of Directors.

**ARTICLE II  
DURATION****2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III  
PURPOSE****3.01 Purpose**

FOAA, INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefits of the Office of FOAA. The specific purpose of this corporation is to create a "qualified amateur athletes association" to foster training, participation, development and competition to qualify to participate in Olympic Events, Junior Olympic Events and Special Olympic Events within the meaning of section 501(c)(3), 501(c)(4) and 501(j) of the Internal Revenue Code.

**3.02 Public Benefit**

FOAA, INC. is designated as a public benefit corporation.

**ARTICLE IV**

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FOAA, Inc Articles of Incorporation

**NON-PROFIT NATURE****4.01 Non-profit Nature**

FOAA, INC., a Publicly Supported Tax-Exempt Nonprofit Corporation, is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of FOAA, INC. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOAA, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

**4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of FOAA, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

**4.03 Dissolution**

Upon termination or dissolution of the FOAA, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the FOAA, INC. hereunder shall be selected by the discretion of a majority of the managing body of the FOAA, INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified

FOAA, Inc Articles of Incorporation

EIN 47-1445436

petition in equity filed in a court of proper jurisdiction against the FOAA, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE V** **BOARD OF DIRECTORS**

#### **5.01 Governance**

FOAA, INC. shall be governed by its board of directors and elected Officers

#### **5.02 Initial Officer**

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The initial Officer of the corporation shall be:

President:

ATSB, LLC  
300 E. Business Way, Suite 200  
Cincinnati, OH 45241-2389

## **ARTICLE VI** **MEMBERSHIP**

### **6.01 Membership**

FOAA, INC. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII** **AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII** **ADDRESSES OF THE CORPORATION**

### **8.01 Corporate Address**

The address of the corporation is:

FOAA, INC.  
4767 New Broad Street  
Orlando, FL 32814-6405

The mailing address of the corporation is:

FOAA, INC.  
P.O. Box 941501  
Maitland, FL 32794-1501

## **ARTICLE IX** **APPOINTMENT OF REGISTERED AGENT**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I accept the appointment as Registered Agent and agree to act in this capacity.

Andrew. Seth

**Andrew Scott, Registered Agent**  
**ATSB Accounting, Tax and Small Business Authority, Inc.**

**August 6, 2014**

Date \_\_\_\_\_

In the capacity as Incorporator, I submit this document and affirm that the facts stated herein are true.

Langdon L. Brown

**Amylissa T. Brown, Incorporator**  
**ATSB, LLC**

**August 6, 2014**

Date \_\_\_\_\_

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