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SEP 22 2014
DIVISION OF REVENUE
SEP 22 3 25 PM



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 25, 2014

AVION A. HALE
2706 27TH WAY
WEST PALM BEACH, FL 33407

SUBJECT: PALM BEACH PHANTOMS, INC.
Ref. Number: W14000052007

We have received your document for PALM BEACH PHANTOMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The title(s) in the officer/director field(s) is/are not acceptable. Please refer to the following link for acceptable officer/director title information.
<http://www.sunbiz.org/titledef.html>.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 414A00018261

COVER LETTER

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

SUBJECT: Palm Beach Phantoms, Inc

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Avion A. Hale

Name (Printed or typed)

2706 27th Way

Address

West Palm Beach, Florida 33407

City, State & Zip

(561) 846 - 9690

Daytime Telephone number

palmbeachphantoms@yahoo.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

In Compliance with Chapter 617, F.S., (Not For Profit)

SEP - 3 PM 2:25

ARTICLE I: NAME

The name of the corporation shall be:

Palm Beach Phantoms, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

PRINCIPAL OFFICE: - 2706 27th Way West Palm Beach, FL. 33407

MAILING ADDRESS: - P.O. Box 9741 Riviera Beach, FL. 33419

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is:

Section 1 – This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, the making of distributions to organization that qualify as exempt organization under 501 C (3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of section 501 C (3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of self-sufficiency.

Section 2 – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to:

Sports and Recreation, Sports Management, Holistic Empowerment Services, and other programs to aid those in need.

ARTICLE IV: MANNER OF ELECTION

The Manner in which the directors are elected or appointed:

Section 1 – The business of the organization shall be managed by a board of Directors consisting of no fewer than (3) and no more than fifteen (15) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

Section 2 – The Director to be Chosen for the ensuing year shall be chosen at the annual meeting of this organization and they shall serve for a term of 2 years.

Section 3 – The Board of Directors as well as the Executive Director shall have the control and management of affairs of the Business of this organization.

Section 4 – At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

Section 5 – Each Director shall have one vote and such voting may be done by proxy over the phone; in addition, each director may submit their vote by absentee ballot.

Section 6 – The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

Section 7 – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

Section 8 – A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S. (Not For Profit)

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

<u>NAME:</u>	<u>ADDRESS:</u>	<u>TITLE:</u>
Avion A. Hale	2706 27 th Way West Palm Beach, FL. 33407	Executive Director /C.E.O.
Kenny Higgins	4139 Culpeper Cr. West Palm Beach, FL. 33409	President/C.O.O.
Jackson Louis	363 Selva Terrance West Palm Beach, FL. 33415	Treasurer/C.F.O
Pon Sears	2706 27 th Way West Palm Beach, FL. 33407	Board Member
Rose M. Brown	5152 Stacy St. apt. 3 West Palm Beach, FL. 33415	Secretary
Terry Smith	6816 4 th Street Jupiter, FL. 33458	Director of Public Relations

The initial officers of the organization will serve as Directors until the first annual meeting of members or until their successors have been elected and qualified as Follows:

Article VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address:

Avion A. Hale - 2706 27th Way West Palm Beach, FL. 33407

Article VII INCORPORATOR

The name and street address of the Incorporator is:

Jackson Louis - 363 Selva Terrance West Palm Beach, FL. 33415

Article VIII MEETINGS

Section 1 – Meetings will be held at Intervals necessary to conduct the business of the organization.

SECTION 2 – Notice of any regular or special meetings shall be provided to any person entitle to vote at least 7 days prior to such meeting. Unless such notice is waived by the person entitled thereto.

Article VIII DUTIES OF DIRECTORS

Section 1 – The Executive Director shall oversee and maintain the primary business of the organization and shall:

- With the Secretary sign and deliver transactions pertaining to the business of the organization.
- Assist in directing the communications and marketing of the Palm Beach Phantoms, Inc. and any programs as approved by the Board of Directors.
- The Executive Director is an ex-officio member of the Board of Directors

Section 2 – The Chairman shall preside at all meetings of the Board of Directors.

Section 3 – The Co-Chairman preside at meetings of the Board of Directors in the absence of the Chairman.

Section 4 – The Secretary or his or her designated agent shall:

- Maintain records of and, whenever necessary, certify all proceeds for the organization.
- See that all notices are given in accordance with provisions of these articles or as required by law.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not For Profit)

- c. Be custodian of the corporate records.
- d. With the Executive Director sign and Deliver any transactions pertaining to the business of the organization.

Section 5 – The Treasurer shall be the Chief Financial officer of the Palm Beach Phantoms, Inc. and either he or she designated agent shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and credit of Palm Beach Phantoms, Inc.
- c. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- d. Render whenever requested, an account of all transaction by the Treasure and of the financial condition of Palm Beach Phantoms, Inc.
- e. Oversee the work of the Budget as set forth by the Board of Directors.

Section 6 – The Director of Public Relations shall:

- a. Direct the communication and marketing of the Palm Beach Phantoms, Inc. and any programs as approved by the Board of Directors along with the Executive Director.

Section 7 – All Board of Directors shall complete a standard application for the organization primary management file.

Article IX – DURATION

The duration of the corporation shall be perpetual.

Article X – TERRITORY

The territory in which the operations of the corporation are principally to be conducted is the United States of America and territories and possessions; but the operation of the corporations shall not be limited to such territory.

Article XI – NON-STOCK CORPORATION

The corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

Article XII – LIMITATIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization exempt from federal income tax under 501 c (3) of the Internal revenue Code, or 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.

Article XIII – REIMBURSEMENT OF EXPENSES

By resolution of the organization, The Directors and the Executive Director may be paid for their expenses and/ or reimbursed as is reasonable and necessary as approved by Board of Directors.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617,F.S., (Not For Profit)

Article XIV - ROBERT RULES OF ORDER

Except as for specific situations approved by the Board of Directors meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised.

Section 1 – The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence
- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections
- i. Bylaws and Rule Changes
- j. Adjournment

Article XV – SALARIES

Section 1 – The Board of Directors shall serve without compensation.

Section 2 – The Board of Directors shall hire and fix compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article XVI – COMMITTEES

Section 1 – The Board of Directors shall appoint all committees of this organization. The term of such committees shall be a period of one (1) year or less if sooner terminated by such action of the Board of Directors.

Article XVII – VOTING

Section 1 – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

Article XVIII – Staff

Section 1 – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Executive Director for the cause of conducting pertinent business.

Article XIX – FINANCES

Section 1 – The Funding for this organization shall be established by the Board of Directors and Executive Director.

Section 2 – The Fiscal year for accounting purposes will be January 1 through December 31.

Section 3 – Financial Statements shall be Rendered on a detailed and regular basis and made available for Board of Directors for inspection.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not For Profit)

Article XX – LIABILITY

Section 1 – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, Officer, Agent, or Employee of this organization shall be liable for acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Article XXI – CONFLICT OF INTEREST

Section 1 – The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intend to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2 – The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors / vendors.

Section 3 – No Officer, employee, or agent of the organization shall participate in the selection, awards, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6 – Records of Conflict – The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7 – Violation of Conflict of Interest Policy – If the governing Board has reasonable cause to believe a member has failed to disclose actual or possible conflict if interest, it shall inform the members of the basic for such belief and allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not For Profit)

Article XXII – DISTRIBUTION OF FUNDS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of 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. Any such assets not disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, as said Court shall determine, which organized and operated exclusively for such purposes.

Article XXIII - AMENDMENTS

Section 1 – Any Amendments of the constitution or bylaws must be approved by a two-thirds (2/3) vote of Board of Directors.

.....
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

Signature / Registered Agent  Date: 8-19-2014

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Signature / Incorporator  Date: 8-19-2014

SEP 3 2014
DIVISION OF REVENUE
STATE OF FLORIDA

PALM BEACH PHANTOMS™



"PHANTOM FANS ARE GETTING HOOKED"

"You're Palm Beach County Best Adult Amateur Football Players"

MISSION STATEMENT:

The primary of the Palm Beach Phantoms is to promote the game of professional football at the amateur level through participation in organized league games while simultaneously providing skilled athletes the opportunity to continue their player career in our sport beyond the level of high school and college, so that they may possibly work themselves into a position that will afford them the chance to graduate to another desired level. Our program will function at a level and in a manner that project a positive image for our players, staff and the community we serve and live in. Membership in an organized league of play, and adherence to the governing philosophies and regulations of said entity, provide a framework for implementing this mission statement.

GOALS:

In its activities and program, the Palm Beach Phantoms will strive:

1. To insure our players and coaches staff and have a positive athletic experience that provides future development of athletic skills, personal mental and social growth, and in some instances, possible career preparation.
2. To become a premiere Adult Amateur football team in all aspects related to our corporate partner, patrons, and fellow members of the organized league of play that we compete in. Our staff shall aim at observing and fulfilling the objectives and regulation of the organized league of play that we participate in, and will aim to be consistently competitive within said league.
3. To insure our patrons have a positive game-day experience that provides value and entertainment for the price of admission.
4. To continue to strengthen and improve the teams capabilities with the improving of the overall operation and insure the overall growth of our football team.
5. To be cognizant that the endeavors of the Palm Beach Phantoms are not ends in themselves but we are directed to the benefit of each player, coach and staff member as a total person in particular and to the good of the team and community as a whole.
6. To project a positive image of the team and the community we represent.

PHILOSOPHY:

The Palm Beach Phantoms is offering skilled athletes the opportunity to continue their development beyond high school, and college. Such opportunities are consistent with the Phantoms principal mission of providing such athletes a venue to display their skills before any person(s) or Team(s) searching for talented athletes at a higher level of competition in another organized league, or program, of play in the sport of football.

The Palm Beach Phantoms Believes that athletics at any level should be as much an educational experience about life, as it is in gaining knowledge about the making of plays on the field and in a game.

It is important that each of our players and staff members learn the overall concept of teamwork and how it translates to all aspects of life itself, regardless of the game, job, or activity a person should choose to engage themselves in. The Phantoms will continue to develop policies and seek personnel to advance this philosophy.