

N17000003810

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(Business Entity Name)

(Document Number)

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17 APR 10 AM 11:26  
CLERK OF COURT  
STATE OF FLORIDA

4/10/17

## COVER LETTER

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

**SUBJECT:** DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, 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: LETICIA L. JOSEPH  
\_\_\_\_\_  
Name (Printed or typed)

20736 SW 120TH CT  
\_\_\_\_\_  
Address

MIAMI, FL 33177  
\_\_\_\_\_  
City, State & Zip

305 972-6871  
\_\_\_\_\_  
Daytime Telephone number

Dsxsportsacademy@gmail.com

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

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 30, 2017

LETICIA L. JOSEPH  
20736 SW 120TH CT  
MIAMI, FL 33177

SUBJECT: DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, INC.  
Ref. Number: W17000027444

We have received your document for DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

You may fax or email the consent letter. My direct number is 850-245-6067

Please return 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.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 517A00006169

**Kinsey, Catherine M.**

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**From:** Leticia Joseph <dsxsportsacademy@gmail.com>  
**Sent:** Monday, April 10, 2017 10:53 AM  
**To:** Kinsey, Catherine M.  
**Subject:** DOWN SOUTH SPORTS AND FITNESS ACADEMY, LLC

Hi Catherine,

As instructed, please accept this email as my notification to the State that I have no intentions on replicating, reinstating nor revoking the dissolution filed for DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, LLC. Therefore, I am releasing the name and incorporating DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, INC.

Dissolved Entity:  
DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, LLC Document Number: L16000205044

New Filing Corporation:  
DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, INC.  
Document Number: W17000027444

Thank you,  
Leticia Joseph  
President

**ARTICLES OF INCORPORATION**  
**OF**  
**DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, INC.**

This is to certify that we, the undersigned, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation and certify that:

**ARTICLE I**  
**(Name)**

The name of this Corporation shall be as follows.

**DOWN SOUTH XTREME SPORTS AND FITNESS ACADEMY, INC.**

17 APR 10 AM 11:26  
OFFICE OF THE CLERK  
STATE OF FLORIDA  
MIAMI OFFICE

**ARTICLE II**  
**(Address of Corporation)**

The principal place of business address of this corporation shall be 20736 SW 120<sup>th</sup> CT MIAMI, FL 33177, and at such other points in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE III**  
**Subscriber**

The name and residence address of the subscribers of this corporation is as follow:

LETICIA L. JOSEPH  
20736 SW 120<sup>th</sup> CT  
MIAMI, FL 33177

**ARTICLE IV**  
**(Not for Profit)**

The corporation is a corporation not-for-profit as defined in Chapter 617, Florida Statutes, in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributed to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law and under Section 501 C 3 of the United States Internal Revenue Code of 1986.

**ARTICLE V**  
**(Registered Office and Agent)**

The street address of the Registered Office of the Corporation is 20736 SW 120<sup>th</sup> CT MIAMI, FL 33177 and the name of its Registered Agent at that address is Leticia L. Joseph.

**ARTICLE VI**  
**(Purposes)**

The Corporation is organized for the purpose of facilitating the establishment of surrealistic partnership between businesses, schools and other governmental entities for the love of families and the communities.

The Corporation is organized and shall be operated exclusively for Charitable, educational and scientific purposes, including, for such purposes, the making of distribution to organization that qualify as exempt organizations under section 501 ( C ) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Solely for the above purposes, but not by way of limitation, the Corporation is empowered to:

**SECTION 1.** Exercise all the powers conferred by law upon corporations not for profit, including without limiting the generally of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitations as to its amount or value, and to hold, invest, reinvest, manage, use apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein:

**ARTICLE VII**  
**(Qualifications and Limitations)**

**SECTION I:** No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Trustees or Officers; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth the Article VI hereto.

**SECTION II:** No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign of behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (C) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any federal tax code.

**SECTION III:** The territory in which the Corporation's operations are principally to be conducted is the United States of America; the Corporations also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

**SECTION IV:** Upon the dissolution of the corporation, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively charitable, educational, religious, or scientific purposes; as shall at the time qualify as an exempt organization or organizations under section 501 (C)3 of the Internal Revenue Code or the corresponding provisions of any future federal tax Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII (Directors)**

The management of the Corporation shall be vested in a Board of Directors. The number of persons constituting the present Board of Directors is 3 (three) the number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less three (3) persons. The Director of the Corporation shall elect the members of the Board of Directors, in accordance with the provisions set forth in the bylaws of the Corporation. The Board of Directors shall have the power to make, alter, amend, and rescind the corporation bylaws. The name and address of each present member of the Board of Directors of the Corporation are as follows:

	<b>NAME</b>	<b>ADDRESS</b>
President/Vice President	Leticia L. Joseph	20736 SW 120 <sup>th</sup> CT MIAMI, FL 33170
Treasurer	Monica Hennigan	11630 SW 138 Terrace Miami, FL 33176
Secretary	Theresa McGintis-Wright	22520 SW 109 <sup>th</sup> Ct Miami, FL 33170

#### **ARTICLE IX (Officers)**

The Corporation shall have the officers described in its articles of incorporation or its bylaws who shall be elected or appointed at such time and for such terms as is provided in the articles of incorporation or the bylaws. In the absence of any such provisions, all officers shall be elected or appointed by the Board of Directors annually. A duly appointed officer may appoint by the Board of Directors annually. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the bylaws or board of Directors. The bylaws or the Board of Directors shall delegate to one of the officer's responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation. The same individual may simultaneously hold more than one office in the corporation.

**ARTICLE X  
(BYLAWS)**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered or rescinded by the Board of Directors.

**ARTICLE XI  
(INDEMNIFICATION)**

The Corporation shall indemnify its Directors, Officers, Employees, and agents in accordance with the Bylaws of the Corporation.

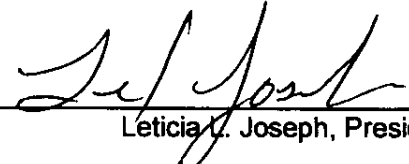
**ARTICLE XII  
(AMENDMENT)**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law, provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under 501 (C) 3 of the Internal Revenue Code.

**ARTICLE XIII  
(DURATION)**

This duration (term) of the Corporation is perpetual.

**IN WITNESS WHEREOF**, the undersigned incorporates have hereunto set their hands and seals at Miami, State of Florida \_24\_ day of March 2017.

  
Leticia L. Joseph, President



Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: LETICIA L. JOSEPH  
Address: 20736 SW 120TH CT  
MIAMI, FL 33177

17 APR 10 AM 11:26  
STATE OF FLORIDA  
DEPARTMENT OF STATE  
FALL 2010

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: LETICIA L. JOSEPH  
Address: 20736 SW 120TH CT  
MIAMI, FL 33177

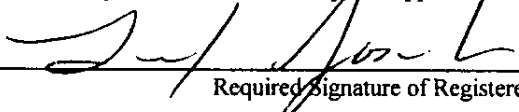
**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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*

  
Required Signature of Registered Agent

03/24/2017  
Date

*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.*

  
Required Signature of Incorporator

03/24/2017  
Date