

N170000064339

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

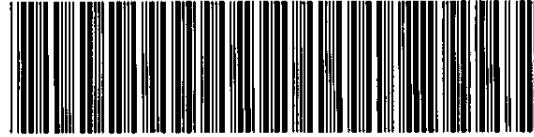
Certified Copies ✓

Certificates of Status ✓

Special Instructions to Filing Officer:

87.50

Office Use Only



600298283696

600298283696  
04/24/17--01003--011 \*\*247.50

RECEIVED  
DEPARTMENT OF STATE  
17 APR 24 AM 11:55

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 APR 26 PM 10:02

**VERTIMAX SPORTS, INC.**  
**4322 MERCER ROAD**  
**DECATUR, GA 30035**

April 21, 2017

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: VERTIMAX SPORTS, INC.


Dear Sirs:

Enclosed please find the following documents with regard to registering Vertimax Sports, Inc. as a Non-Profit Corporation.

- (1) Original of the Articles of Organization; and
- (2) A check made payable to the Department of State representing payment of the filing fee.

Please return certified copies of the Articles of Organization to us along with a Certificate of Organization. Thank you for your assistance.

Cordially,

  
Elijah Mays,  
C.E.O.

*87.50*

Enclosure

**ARTICLES OF INCORPORATION**

of

**VERTIMAX SPORTS, INC.**

**EIN: 82-1266867**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be:

VERTIMAX SPORTS, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

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

~~211 OAKLAND AVE  
TALLAHASSEE FL 32301~~

4322 Mercer Rd  
Decatur, GA 30035

**ARTICLE III  
PURPOSE(S)**

VERTIMAX SPORTS, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as an exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose(s) for which the corporation is organized is (are):

1. To reduce the intake of unhealthy, and fatty foods.
2. To introduce and implement healthy living and eating habits.
3. To increase their cardiovascular physical endurance.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 APR 26 PM 0:02

4. To teach methods that will jump start the metabolism to add in the depletion on body fat.

#### **ARTICLE IV MANNER OF ELECTION OF DIRECTORS**

The board of directors will be elected by VERTIMAX SPORTS, Inc. officers. Each officer will make a motion to have an individual considered as a director. Once that motion has been properly seconded, it will be put to a vote. In order to be elected as a director, the candidate must receive a majority vote from VERTIMAX SPORTS, Inc. officers. There will be a minimum of seven directors for VERTIMAX SPORTS, Inc.

#### **ARTICLE V EXEMPTION REQUIREMENTS**

A. The Corporation is intended to qualify as an organization described in Code Section 501(C)(3). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that the Corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation and the Corporation's Bylaws.

B. No substantial part of the activities of the Corporation shall be the carrying on 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 on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation described in, and exempt from federal income tax under, Code section 501(c)(3) or by a Corporation, contributions to which are deductible under Code section 170(c). The Corporation is intended to qualify as a public charity. However, during any period that the Corporation is determined to be a private foundation, as defined in Code Section 509, the Corporation shall not (i) engage in any act of self-dealing as defined in Code section 4941(d), (ii) retain any excess business holdings as defined in Code section 4943(c) which would be subject to tax under Code section 4943, (iii) make any investments which would subject the Corporation to tax under Code section 4944, or (iv) make any taxable expenditures as defined in Code section 4945(d), and it shall distribute foundation income and, to the extent income is not sufficient, principal for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code section 4942.

D. Upon the dissolution of the Corporation, assets of the Corporation remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE VI  
INITIAL DIRECTORS AND/OR OFFICERS**

The name and address of the Officers are:

Elijah Mays, C.E.O., 4322 Mercer Road, Decatur, GA 30035.

Kathy Blalock, C.F.O., 4322 Mercer Road, Decatur, GA 30035.

Michael Haney, C.O.O., 4322 Mercer Road, Decatur, GA 30035.

**ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Elijah Mays  
~~4322 Mercer Road~~ 2729 Blairstone Lane  
~~Decatur, GA 30035~~ Tallahassee, FL 32301

**ARTICLE VIII  
DISSOLUTION CLAUSE**

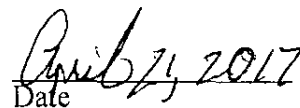
Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE IX  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Elijah Mays  
4322 Mercer Road  
Decatur, GA 30035

  
Elijah Mays

  
Date

Certificate of Designation  
Registered Agent/Registered Office

Pursuant to the provisions of applicable Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: VERTIMAX SPORTS, Inc. *2729 Blairstone Ln.*
2. The name and address of the registered agent is: Elijah Mays, ~~4322 Mercer Road;~~  
~~Decatur, GA 30035;~~ *Tallahassee, FL 32301.*
3. The address of the office is: 4322 Mercer Road, Decatur, GA 30035.

*Having Been Named as Registered Agent and to Accept Service of Process for the above Stated Corporation 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*

*Elijah Mays*  
Elijah Mays

*April 21, 2017*  
Date