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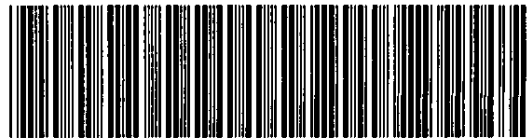
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
VL SPORTS FOUNDATION INC.
(Document No.: N17000004822)

These Amended and Restated Articles of Incorporation, were duly adopted by the requisite vote of its Board of Directors on May 26, 2017 and supersede the original articles of incorporation.

ARTICLE 1

NAME AND ADDRESS

The name of this Corporation shall be: **VL SPORTS FOUNDATION, INC.** The principal office of the Corporation is located at 3012 Apache Street, Fort Myers, FL 33916 and the mailing address is PO Box 1765, Fort Myers, FL 33902.

ARTICLE 2

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 3

CORPORATE PURPOSE

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and athletic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall be to provide youths with the tools and resources needed to be productive and responsible citizens by providing support to youths through sports programs, life coaching, mentorship, academic development and empowerment to foster success. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to

Section 501(c)(3) of the Internal Revenue Code. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Unless otherwise indicated, as used in this Article III and hereinafter in these Articles of Incorporation, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE 4

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE 5

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE 6

MEMBERS

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of

each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation

ARTICLE 7

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. The Bylaws may provide for qualifications for Members, Officers and Directors, and election, appointment and tenure of Officers and Directors.

ARTICLE 8

BYLAWS

The power to alter, amend or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE 9

DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as

amended, or shall be distributed to a State or the Federal government for a public purpose.

ARTICLE 10

MEETINGS

After incorporation, the appropriate members of the Corporation shall hold an organization meeting in accordance with Chapter 617, Florida Statutes, as amended. The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE 11

INCORPORATOR

The name and address of the Incorporator is **GERVARIS LEAPHART** of 3012 Apache Street, Fort Myers, FL 33916.

ARTICLE 12

DIRECTORS/OFFICERS

The initial officers and/or directors of the corporation are:

GERVARIS LEAPHART
DIRECTOR/PRESIDENT
3012 APACHE STREET
FORT MYERS, FL 33916

ARTICLE 13

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the Registered Office of the Corporation is 3012 Apache Street, Fort Myers, FL 33916, and the name of the registered agent is **GERVARIS LEAPHART**.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of VL SPORTS FOUNDATION INC., and to accept service of process for the above stated corporation at the place designated in this certificate, I here accept the appointment 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 a registered agent.

Dated this May 26, 2017.

By; 

Registered Agent Signature