

N 17000010618

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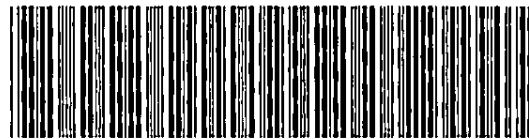
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2016 JAN-4 PM 2:11

C. GOLDEN

JAN - 8 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHAQUILLE'S BOXING CLUB OPERATION TURNAROUND, INC

DOCUMENT NUMBER: N17000010618

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kim Stanfield

(Name of Contact Person)

The Hogan Law Firm

(Firm/ Company)

20 So. Broad Street

(Address)

Brooksville, FL 34601

(City/ State and Zip Code)

kstanfield@hoganlawfirm.com

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

For further information concerning this matter, please call:

Kim Stanfield

352

799-8423

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Has

November 15, 2017

NOV 21 2017

KIM STANFIELD
20 SO. BROAD STREET
BROOKSVILLE, FL 34601

SUBJECT: SHAQUILLE'S BOXING CLUB OPERATION TURNAROUND, INC.
Ref. Number: N17000010618

RECEIVED

Re Submitted

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 017A00023205

RECEIVED
18 JAN -4 PM 2:37
CORPORATION DIVISION
TALLAHASSEE, FLORIDA

Filed

2013 JAN -4 PM 2:11

**Amended and Restated
ARTICLES OF INCORPORATION OF
Shaquille's Boxing Club Operation Turnaround, Inc.
a Florida not for profit corporation**

WE, the undersigned, do propose and agree to the following Articles of Incorporation:

ARTICLE I: NAME AND ADDRESS

The name and principal address of this Corporation shall be SHAQUILLE'S BOXING CLUB OPERATION TURNAROUND, INC. located at 9912 Marcus Road, Weeki Wachee, Florida 34613. The Corporation's mailing address shall be P.O. Box 5463, Spring Hill, Florida 34611.

ARTICLE II: RESIDENT AGENT

The name and location of the Resident Agent of this Corporation shall be: The Hogan Law, Firm, LLC, 20 South Broad Street, Brooksville, Florida 34601 or such other person or location as the Board of Directors may from time to time select.

ARTICLE III: GENERAL NATURE AND PURPOSE

Shaquille's Boxing Club Operation Turnaround, Inc. (the "Corporation") is a learning and activity center for at risk children and also provides related or supporting services which further the educational purposes of the Corporation.

ARTICLE IV: POWERS

A. The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed therein upon such corporations.

B. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including, but not limited to, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article III hereof. 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 publication or

distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC and regulations as they now exist or hereafter may be amended, or by a corporation organized under Florida Statute Chapter 617.

- D. Without limiting the foregoing, the Corporation shall have the power to:
- (1) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
 - (2) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE V: MEMBERSHIP

The Corporation shall have no voting members. The Corporation may, in the Corporation's Bylaws, establish an Executive Team, a Board of Directors, an Administrator, and such other employees or Committees necessary to carry out the Purposes of the Corporation.

ARTICLE VI: EXISTENCE

The Corporation shall have perpetual existence, unless dissolved by Law.

ARTICLE VII: BOARD OF DIRECTORS

- A. The number of persons serving on the Board of Directors shall be established in the Corporation's Bylaws, provided, however, that there shall be no less than four (4).
- B. A quorum of the Board of Directors shall consist of three-quarters (3/4) of the Board members.

ARTICLE VII: OFFICERS AND DIRECTORS

- A. The officers of this Corporation shall be elected in the manner and for the terms set forth in the Corporation's Bylaws.
- B. Directors shall be elected in the manner and for the terms, including staggered terms, and with the qualifications provided in the Corporation's Bylaws.
- C. The authority and duties of officers shall be set forth in the Corporation's Bylaws.
- D. Each director and each officer or former director or officer of the Corporation

may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified if he or she is determined to have breached or failed to perform his or her duties as a director or officer, as the same is defined in Florida Statute 617.0834, or its successor. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of directors, or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable Florida law.

The Initial Directors shall be: **Jackie L. Wilson, Renee Wilson, Larry Thorngood and Paul Douglas**. The mailing address for the Initial Directors shall be P.O. Box 5463, Spring Hill, Florida 34611.

The Chief Executive Officer shall be: **Jackie L. Wilson**, whose mailing address is: P.O. Box 5463, Spring Hill, Florida 34611.

ARTICLE IX: DISSOLUTION

Upon the dissolution of the Corporation, 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. 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, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X: BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Executive Team at a duly called meeting for proposed action on the Bylaws. Approval of any action on the Bylaws shall require a majority of all members of the Executive Team.

ARTICLE XI: AMENDMENTS

A. The Articles of Incorporation may be amended by a majority vote of all directors at a regular or special meeting called for that purpose.

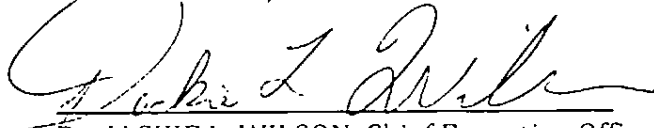
B. There are no members or members entitled to vote on this amendment to the Articles of Incorporation.

C. These amended and restated Articles of Incorporation were adopted and approved by consent of all of the directors of the Corporation pursuant to 607.1002 Florida Statutes on October 26, 2017.

D. These Amended Articles of Incorporation shall become effective upon filing with the Florida Secretary of State.

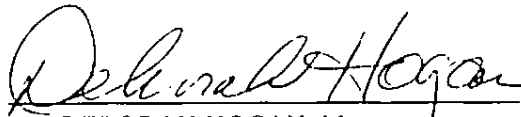
IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Incorporation on behalf of the Corporation this 26th day of October, 2017.

**SHAQUILLE'S BOXING CLUB OPERATION
TURNAROUND, INC.**


By: JACKIE L. WILSON, Chief Executive Officer

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.

THE HOGAN LAW FIRM, LLC


By: DEBORAH HOGAN, Manager