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FLORIDA PROFIT/NON PROFIT CORPORATION

R & B Amateur Sports Solutions, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
R & B AMATEUR SPORTS SOLUTIONS, INC.**
(A Florida Not-For-Profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is R & B AMATEUR SPORTS SOLUTIONS, INC. ("Corporation") The principal office and mailing address of the Corporation is 1400 North 15th Street, Suite A, Immokalee, Florida 34142

**ARTICLE II
PURPOSES**

The Corporation is organized and shall at all times be operated exclusively for qualifying exempt purposes as defined in §501(c)(3) of the Internal Revenue Code of 1986, as amended and the regulatory, administrative and judicial interpretations of that Code Section. The specific purposes of the Corporation are to:

- (1) Create and operate a sports training center to support and provide, sports education, coaching and the development of athletes of various ages and abilities interested in competitive sports; and
- (2) Create and operate a Qualified Amateur Sports Organization as that term is defined in §501(j)(2) of the Internal Revenue Code;

The Corporation intends to support and develop amateur athletes for national and international competition in Tennis and other identified sports. The Corporation will develop, build and operate physical facilities to provide the most current and effective coaching and training for top level athletes interested in completing or gaining the ability to compete at national and international levels in Tennis and other identified sports.

**ARTICLE III
NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

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ARTICLE IV
MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than Three (3) nor more than Nine (9) individuals. The Directors of the Corporation shall be nominated, elected and removed or replaced by the Board of Directors as provided in the Bylaws.

ARTICLE V
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI
PROHIBITED ACTIVITIES

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 payments and distributions in furtherance of the purposes set forth in Article II 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption

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from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII
DISSOLUTION

In the event of dissolution, the residual assets of the Corporation other than any restricted assets which clearly provide for their disposition shall be distributed by the Board of Directors to one or more organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended ("Code") or the corresponding sections of any future Internal Revenue Code which are engaged in amateur athletics.

ARTICLE VIII
AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE X
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is

Wood Buckel & Carmichael, PLLC
2150 Goodlette Road North
6th Floor
Naples, Florida 34102

and the name of its registered agent at such office is Kevin Carmichael.

The date of the adoption of these amended and restated articles is the date of execution.

There are no members of the Corporation. These amended and restated Articles were adopted by a majority of the Directors present at a meeting at which a quorum was present in accordance with the Bylaws.

*Articles of Incorporation of
R & B Amateur Sports Solutions, Inc.
(A Florida Not-For-Profit Corporation)*

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**ARTICLE XI
INCORPORATOR**

The name and address of the sole incorporator is:

Kevin Carmichael
Wood Buckel & Carmichael
2150 Goodlette Road North
6th Floor
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation at Naples, Florida on the 8th day of March, 2018.

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



Kevin Carmichael, Incorporator

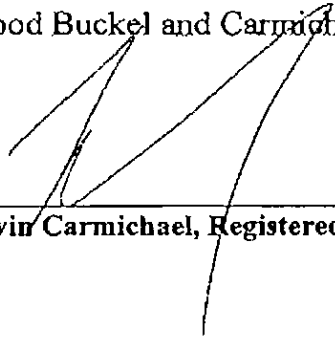
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**CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

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 all on the 6 day of March, 2018.

Wood Buckel and Carmichael, PLLC



Kevin Carmichael, Registered Agent

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