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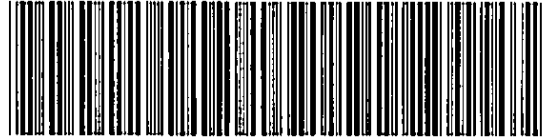
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Derrick Thompson

## COVER LETTER

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

**SUBJECT:** Beaches Sports League 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:** Kathy Bernard  
Name (Printed or typed)

816 10th Avenue South  
Address

Jacksonville Beach, FL 32250  
City, State & Zip

(386) 586-8770  
Daytime Telephone number

bbernard4@hotmail.com

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

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

**ARTICLES OF INCORPORATION  
OF  
BEACHES SPORTS LEAGUE, INC.**

We, the undersigned, acting as the incorporators of the Beaches Sports League, Inc. under the provisions of the Florida's Corporations Not for Profit Statute (Title XXXVI, Chapter 617 of the Florida Statutes), hereby sign and verify the following Articles of Incorporation.

**Article I: Name**

The name of the company shall be BEACHES SPORTS LEAGUE, INC. (hereinafter referred to as "BSL").

**Article II: Duration**

The BSL shall have perpetual existence.

**Article III: Geography, Registered Office and Agent**

BSL shall have as its geography of operations in the neighborhood commonly known as the Beach, consisting of the cities of Atlantic Beach, Neptune Beach and Jacksonville Beach in Duval County Florida. The address of the initial registered office of the BSL shall be 700 Seagate Avenue, Neptune Beach, Florida 32266. The name of the initial registered agent of the BSL at such address shall be Kathy Bernard at 816 10th Avenue South, Jacksonville Beach, Florida 32250.

**Article IV: Purposes and Powers**

Section 1. Purposes. The purposes for which this BSL is formed are exclusively charitable, scientific, or educational and consist of the following:

Teaching young players sports skills, good sportsmanship and promoting youth fitness through the organization of youth sports leagues and promoting the game of soccer, football and other sports to interested children in elementary school, middle school and high school.

To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, schools, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the BSL's Articles of Incorporation or Bylaws, the BSL shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the BSL's purposes.

#### **Article V: Limitations**

All of the purposes and powers of the BSL shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the BSL shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the BSL shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the BSL shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The BSL 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.

Notwithstanding any other provisions of these Articles, the BSL shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the BSL shall inure to the benefit of, or be distributable, to its members (if any), Board Members, officers, or other private persons, except that the BSL is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

BSL specifically disclaims financial responsibility from and shall not assume nor be held liable for, the debts of or the financial obligations, either expressed or implied of any affiliated association, club or team, or any of the coaches, managers, officers, or members of any affiliated club or team.

Upon the winding up and dissolution of the BSL, the assets of the BSL remaining after payment of, or provision for payment of, all debts and liabilities of the BSL, shall be distributed to an organization or organizations, as determined by the Board of Members, that recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this BSL is organized

#### **Article VI: Members**

The qualifications of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

## **Article VII: Board Members**

The number of Board Members constituting the initial Board of Directors of the BSL shall be three (3) Board Members. The names of the persons who are to serve as the initial Board Members of the BSL are as follows:

<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Stephen Cane	331 Skate Road Atlantic Beach, FL 32233	President
Matt Reimer	1020 Theodore Ave Jacksonville Beach, FL 32250	Secretary
Joe Floyd	13125 Ebbtide Court Jacksonville, FL 32225	Treasurer

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of Board Members shall be as set forth in the Bylaws of the BSL.

## **Article VIII: Board Member Liability Limitations**

A Board Member shall have no liability to the BSL for monetary damages for conduct as a Board Member, except for acts or omissions that involve intentional misconduct by the Board Member, or a knowing violation of law by a Board Member, where the Board Member votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the Board Member will personally receive a benefit in money, property, or services to which the Board Member is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Board Members, then the liability of a Board Member shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Board Member of the BSL existing at the time of such repeal or modification for or with respect to an act or omission of such Board Member occurring prior to such repeal or modification.

## **Article IX: Indemnification**

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Board Member or officer of the BSL, or, while a Board Member or officer, he or she is or was serving at the request of the BSL, as a Board Member, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Board Member, trustee, officer, employee or agent or in any other capacity while serving as a Board Member, trustee, officer, employee or agent, shall be indemnified and held harmless by the BSL, to the full extent permitted

by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Board Member, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the BSL shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Members of the BSL. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the BSL the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the BSL of an undertaking, by or on behalf of such Board Member or officer, to repay all amounts so advanced if it shall ultimately be determined that such Board Member or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the BSL within sixty (60) days after a written claim has been received by the BSL, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the BSL to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the BSL), and thereafter the BSL shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the BSL (including its Board of Members, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the BSL (including its Board of Members, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Non-Exclusivity of Right. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested Board Members or otherwise.

Section 4. Insurance, Contracts and Funding. The BSL may maintain insurance at its expense to protect itself and any Board Member, trustee, officer, employee or agent of the BSL or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the BSL would have the power to indemnify such persons against such expense, liability or loss under the Florida Business Corporation Act or Florida Corporations Not For Profit statute, as applied to nonprofit corporations. The BSL may, without further

membership action; enter into contracts with any Board Member or officer of the BSL in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5. Indemnification of Employees and Agents of the BSL. The BSL may, by action of its Board of Members from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the BSL with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Board Members and officers of the BSL or pursuant to rights granted pursuant to, or provided by, the Florida Business Corporation Act Florida Corporations or Not For Profit statute, as applied to nonprofit corporations, or otherwise.


#### **Article X: Bylaws**

Bylaws of the BSL initially shall be adopted by the Members at the annual meeting. The authority to make, alter, amend or repeal bylaws is vested in the Board of Members and may be exercised at any regular or special meeting of the Board of Members.

#### **Article XI: Incorporator**

The name and address of the incorporator of the BSL is as follows:

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 31<sup>st</sup> day of January, 2020.




\_\_\_\_\_  
Stephen Cane  
Incorporator

**CONSENT TO APPOINTMENT AS REGISTERED  
AGENT**

I, Kathy Bernard, hereby consent to serve as registered agent, in the State of Florida, for the following corporation: BEACHES SPORTS LEAGUE, INC. (BSL). I understand that as agent for BSL, it will be my responsibility to accept Service of Process in the name of BSL; to forward all mail and license renewals to the appropriate officer(s) of BSL; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of BSL for which I am agent.

Date:

A handwritten signature in cursive script, appearing to read "Kathy Bernard", is written over a horizontal line.

Kathy Bernard  
816 10th Avenue South  
Jacksonville Beach, FL 32250