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2021 FEB 23 PM 12:10
SECRETARY OF STATE
TALLAHASSEE FL 32310

COVER LETTER

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

SUBJECT: Poima Athletic Student Success, 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: Patricia Fried
Name (Printed or typed)

2200 Lawton Dr.
Address

Clearwater, FL 33764
City, State & Zip

727.415.8550
Daytime Telephone number

Russ@NestHockey.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
POIEMA ATHLETIC STUDENT SUCCESS, INC.**

These Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of Poiema Athletic Student Success, Inc. (the "Corporation"), all pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (the "FNPCA").

**ARTICLE I
Name**

The name of the Corporation is **Poiema Athletic Student Success, Inc.**

**ARTICLE II
Place of Business**

The principal place of business address is 9175 McKendree Rd. Wesley Chapel FL 33545

ARTICLE III

Purpose

The specific purpose for which this corporation is organized is for charitable purposes.

ARTICLE IV

Bylaws

The manner in which the directors are elected or appointed is as provided in the Bylaws.

ARTICLE V

Principal Office, Registered Office, and Registered Agent

The name and Florida address of the registered agent is Russ Henderson, 29547 Chapel Park Dr. Wesley Chapel FL 33543

ARTICLE IV

Incorporator

The name and address of the incorporator is Russ Henderson, 29547 Chapel Park Dr. Wesley Chapel FL 33543

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ARTICLE VII
Initial Officers and /or Director of the Corporation

Chairman

Russ Henderson
29547 Chapel Park Dr.
Wesley Chapel, FL 33543

Vice Chairman

Jessica Aviles
142 Bog Road
Campton, NH 03223

Secretary/Treasurer

Earl Vizza
25836 Risen Star Dr.
Wesley Chapel, FL 33544

ARTICLE VIII
Date of Incorporation

The effective date for this corporation shall be February 21, 2021.

ARTICLE IX
Activities and Restrictions

Section 1. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 2. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, that are necessary to carrying out the exempt purposes of the Corporation.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

ARTICLE X
Directors

The business and affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than 3 as required by the FNPCA. The terms of office, qualifications, and method of election of the directors shall be as specified in the Bylaws (the "Bylaws").

ARTICLE XI
Officers

The officers shall exercise the lawful authority and power of this Corporation, and its business shall be conducted and carried on by them in accordance with the Bylaws.

ARTICLE XII
Powers

In order to accomplish the foregoing purposes, the Corporation shall have the following powers:

(a) To engage in any lawful enterprise calculated or designed to be profitable to the Corporation and in keeping with its stated purposes in the foregoing Article III hereof;

(b) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to lend money upon such property and to take mortgages and assignments of mortgages on the same; and to transact any and all business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the Corporation;

(c) To borrow money and contract debts when necessary for the transaction of the business of the Corporation or for the exercise of its corporate rights or privileges, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of such indebtedness payable at a specified time or times and secured by mortgage or otherwise;

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon;

(e) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, and any licenses or other rights or interest therein and thereunder;

(f) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed not for profit under the FNPCA, and any amendments thereto, and to do any and all things set forth herein to the same extent as a natural person might or could do.

ARTICLE XIII **Amendment and Conflicts**

Section 1. These Articles of Incorporation may be amended by the Board of Directors of the Corporation by vote of a majority of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

Section 2. In the event of any conflict between these Articles of Incorporation and the Bylaws of the Corporation, these Articles of Incorporation will control.

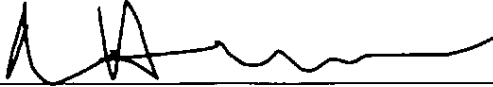
ARTICLE XIV **Distribution of Assets on Dissolution**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the I.R.C., or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the Corporation is then located.

ARTICLE XV **Limit on Powers**

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities which are not permitted to be carried on by an organization exempt from Federal income tax under I.R.C. Section 501(c)(3).

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



Required Signature of Registered Agent

02/18/2021

Date

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



Required Signature of Incorporator

02/18/2021

Date