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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
ALL ACCESS ATHLETICS, INC.

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REGISTRATION
COMMERCIAL
SERVICES

ARTICLES OF INCORPORATION
OF
ALL ACCESS ATHLETICS, INC.

The undersigned, acting as incorporator of a corporation not-for-profit under the Florida Not for Profit Corporation Act, ch. 617, Fla. Stat., executes the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation shall be "All Access Athletics, Inc.," hereinafter referred to as the "Corporation."

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual. The Corporation's existence commences on the date of execution and acknowledgement of these Articles by the Florida Secretary of State, Division of Corporations.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's initial registered office in Florida is 780 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084. The initial registered agent at that address is Sidney F. Ansbacher.

ARTICLE IV

PRINCIPAL OFFICE

The address of the Corporation's initial principal office is 23 Joiner Street, St. Augustine, Florida 32084.

ARTICLE V

PRIMARY PURPOSE

All Access Athletics is a non-profit organization that directly supports youth in St. Johns County, Florida by providing financial assistance for registration fees, camps and equipment for organized youth sports. We are local citizens who provide grassroots access to athletic programming to our county's disadvantaged youth regardless of socioeconomic status. Our mission is to utilize charitable purposes to remove the financial barriers that

keep kids from playing sports by funding registration fees and covering equipment costs for youth in St. Johns County, Florida.

The Corporation is formed, organized, and exists exclusively for charitable, informational, educational, cultural, historical, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or any corresponding provision of any future U.S. Internal Revenue Code.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to any director or officer of the Corporation, or any private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered to or for it, and to make payments and distributions in carrying out its purposes and powers. No director or officer of the Corporation or any private individual may be entitled to share in the distribution of the Corporation's assets if it should dissolve. The private property of the incorporators, directors and officers of the Corporation shall not be subject to debts or obligations of the Corporation to any extent whatsoever.

No substantial part of the Corporation's activities shall be carrying on of propaganda, lobbying or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in any manner, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for political office.

ARTICLE VI

POWERS

The Corporation shall not have or possess any power at any time the effect or purposes of which prevents the Corporation from qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as it now exists or as it may be amended hereafter, or which prevents any gift, grant, devise or bequest from qualifying as a charitable contribution for Federal Estate Tax purposes or for Federal Income Tax purposes deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII

PRIVATE FOUNDATION

In the event the Corporation is ever determined to be a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law, the Corporation shall distribute its income for each taxable year in a manner to avoid taxation under Section 4942 of said Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of such Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future United States Internal Revenue law, and shall not make any taxable expenditures as defined in Section 4945(d) of such Code, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE VIII**DIRECTORS**

The business and affairs of the Corporation shall be conducted by a Board of Directors composed of no fewer than three (3) and no more than fifteen (15) voting members.

The names and addresses of the initial Directors are:

Jennifer Sanzo, 23 Joiner Street, St. Augustine, Florida 32084
Monica Hobbs, 3110 Earl Drive, Indianapolis, Indiana 46227
Philip H. Dwyer, 4 Flamingo Drive, St. Augustine, Florida 32080

Qualifications of the Directors, and their manner of selection and the voting rights of ex officio members shall be determined by the Corporation's Bylaws.

ARTICLE IX**OFFICERS**

The affairs of the Corporation are to be managed by the following officers:

President
One or more Vice President
Secretary/Treasurer

and other such officers as may be provided in the bylaws. Officers shall be elected by the members at the annual meeting of the Corporation, and shall serve until their successors are elected.

The initial officers, as selected by the directors are:

President: Jennifer Sanzo
Vice President: Monica Hobbs
Secretary/Treasurer: Philip H. Dwyer

ARTICLE X**MEMBERS**

The first members of the Corporation shall be the officers and directors set forth in these articles. Thereafter, members shall be selected pursuant to the bylaws.

ARTICLE XI**SEAL**

The Corporation shall adopt a corporate seal meeting the requirements of governing law.

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ARTICLE XII**BYLAWS**

The initial bylaws of the Corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time as set forth therein.

ARTICLE XIII**AMENDMENT**

These articles may be amended from time to time by two-thirds majority vote of the members present and voting at any meeting.

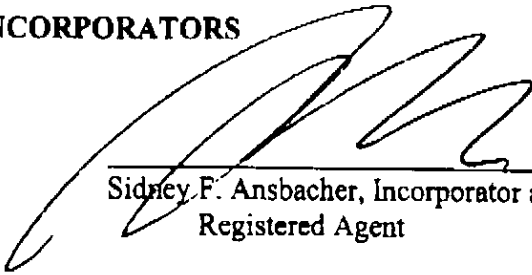
ARTICLE XIV**LIMITATION OF LIABILITY**

No Director shall be personally liable to the Corporation or the members, if any, for monetary damages for breach of fiduciary duty as a Director, except that this Article shall not eliminate or limit the liability of a Director to the Corporation or the members, if any, for monetary damages for: (a) any breach of the Director's duty of loyalty to the Corporation or the members, if any; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Section 617.0831, Fla. Stat., as amended; or (d) any transaction from which the Director directly or indirectly derived an improper personal benefit.

If the Florida Not for Profit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director, in addition to the limitation on personal liability provided in this Article will be further eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act. Any repeal or modification of any portion of this Article will be prospective only and will not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

ARTICLE XV**DISSOLUTION**

Upon the Dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, informational, educational, cultural, historical, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.


ARTICLE XVI
INCORPORATORSDate: 6/6/22

Sidney F. Ansbacher, Incorporator and
Registered AgentSTATE OF FLORIDA)
) ss.
COUNTY OF ST. JOHNS)

Before me, Cynthia Ann Boothe, a notary public in the aforesaid state and county, this 6th day of June, 2022, personally appeared Sidney F. Ansbacher, who acknowledged before me that he is the Incorporator of All Access Athletics, Inc., a Florida Not for Profit corporation, that he signed the foregoing Articles of Incorporation of All Access Athletics, Inc., as his free and voluntary act and deed for the uses and purposes therein set forth and that the facts contained therein are true, and that he agreed to serve as the registered agent for All Access Athletics, Inc.

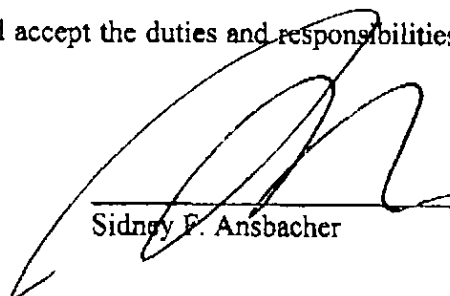
Witness my hand and official seal.

My commission expires:

July 16, 2023

Cynthia Ann Boothe**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing Corporation.



Sidney F. Ansbacher