

12200009448

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

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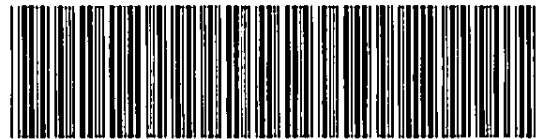
Special Instructions to Filing Officer:

Office Use Only

12200009448 24363

T. SCOTT

AUG 17 2022



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02/10/22--01017--026 \*\*78.75

LAUREN ANDERSON  
FRANCHISING  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2022 AUG - 8 AM 12:10

FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 28, 2022

APELLIE LEGAL  
600 E. COLONIAL DR, STE 200  
ORLANDO, FL 32803

SUBJECT: FLORIDA SELECT HOCKEY, INC.  
Ref. Number: W22000024363

We have received your document for FLORIDA SELECT HOCKEY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Returning check for \$78.75 because cash check for \$78.75 on 02-10-22 and registered agent must list statement agreeing to being registered agent.

Please return the corrected original and one copy of 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) 245-6052.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 622A00009895



APELLIE  
LEGAL SERVICES

**USPS Certified Mail**

Label No.:

March 28, 2022

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Ref. Number:** W22000024363  
**Subject:** Florida Select Hockey, Inc.

Dear Mr. Scott:

Enclosed please find: (a) Letter From FLDOS ref. Rejected Filing; (b) 2x Copies of Articles of Incorporation; (c) Check in the amount of \$78.75 for the filing.

I am in receipt of your letter dated February 25, 2022, a copy of which is enclosed herewith for your reference. I have reviewed the letter and disagree with your findings and reasons for rejection. In the letter, you state the reason for rejection as follows:

*Florida nonprofit corporations are required to have at least 3 directors or trustees. Please place the letter 'D' or 'T' beside the names and business addresses of each director or trustee.*

The original articles we provided does comply with this instruction as each of the five directors does have "D" next to their names. Please refer to Page 3 and Page 4 of the articles, an example of one is reproduced here:

1. DOUGLAS BROWN  
635 E. Center St.  
Orlando, FL 32804  
  
Signature: Douglas Brown  
Name of Director or Trustee

I hereby consent to appointment as a director of the Organization in accordance with the provisions of these Articles of Incorporation.

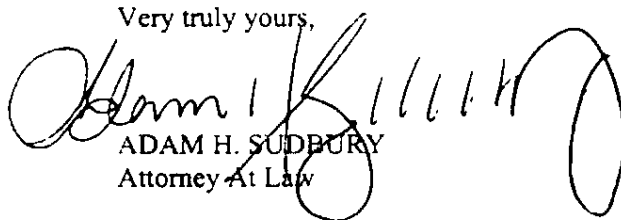
Please file the articles as they comply with your requirements. Two copies of the articles are enclosed with the check. The point of contact at my office is the undersigned, who may be reached by e-mail at [ALS-Orl-Legal@legal.apellie.com](mailto:ALS-Orl-Legal@legal.apellie.com) or [ahs@apellie.com](mailto:ahs@apellie.com) or by phone at (407) 641-3276. Thank you in advance for your time and attention to this important matter.

AHS/jls  
3 Encl

**DISTRIBUTION:**

- 1- File
- 2- Addressee
- 3- Douglas Brown

Very truly yours,

  
ADAM H. SUDBURY  
Attorney At Law

# Articles of Incorporation

of FLORIDA SELECT HOCKEY, INC.

*A Florida corporation not for profit*  
(Pursuant to Chapter 617, Florida Statutes)

## ARTICLE I CORPORATE NAME

1.1 The name of the corporation is:

FLORIDA SELECT HOCKEY, INC.

1.2 The corporation shall hereinafter be referred to as the "Organization".

## ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

2.1 The principal office of the Organization is:

600 E Colonial Dr, Ste 200  
Orlando, FL 32803

2.2 The mailing address of the Organization is:

PO Box 1871  
Orlando, FL 32802-1871

## ARTICLE III REGISTERED AGENT

3.1 The following person is hereby appointed to serve as the Organization's initial registered agent:

INCORP SERVICES, INC.

3.2 The registered agent's address for all lawful purposes is:

17888 67th CT N  
Loxahatchee, FL 33470

CLERK OF CIRCUIT COURT  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2022 AUG - 8 AM 12:15

FILED

ARTICLES OF INCORPORATION  
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3.3 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.

Date, 6/08/2022

INCorp SERVICES, INC.  
17888 67th CT N  
Loxahatchee, FL 33470

By: Jackie DeFilippis

Printed Name: Jackie DeFilippis on behalf of InCorp Services, Inc.

Title: Authorized Representative

ARTICLE IV  
PURPOSE AND POWERS OF THE ORGANIZATION

4.1 The Organization is a not for profit corporation established under Florida law for the benefit of Florida state citizens and local communities.

4.2 The Organization is created, exists, and shall be operated exclusively for exempt purposes set forth in section 501(c)(3), IRC, and none of the earnings of the Organization shall inure to any private shareholder, individual, or person. The specific purposes for which the Organization is created are as follows:

(a) To provide education, training, and competition for young athletes involved in the sport known as ice hockey (henceforth "hockey");

(b) To provide opportunities for advanced national and international competition for young athletes participating in hockey;

(c) To foster and develop community interest in hockey;

(d) To expand the opportunity to participate in hockey to underserved communities and demographic groups.

4.3 Any activity undertaken by the Organization shall be rationally related to one or more of the purposes identified in paragraph 4.2, above. Nothing in these articles shall be construed to require that the Organization take any specific action or activity, or to provide any specific benefit, or sponsor any specific event.

4.4 The Organization may not pursue any activity that would threaten its status, once recognized, as a charitable organization as defined by Section 501(c)(3) of the Internal Revenue Code, as amended. Any provision within these articles, or any action undertaken by the Organization, which

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would cause the Organization to lose its status as a charitable organization, shall be deemed invalid and void.

4.5 The Organization shall have and exercise any and all powers, subject to the limitations otherwise stated in this article, which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE V  
BYLAWS

5.1 The power to adopt, alter, or repeal bylaws shall be vested in a board of directors, and any bylaws adopted thereby may be altered or rescinded by the board of directors as provided-for in these articles of incorporation.

5.2 Any bylaws adopted by the board of directors may not cause the Organization to lose the characteristics, once recognized, of a charitable organization as defined by Section 501(c)(3) of the Internal Revenue Code, as amended. Any provision within the bylaws that would effectuate this result shall be deemed null and void.

ARTICLE VI  
BOARD OF DIRECTORS

6.1 The affairs and property of the Organization shall be managed and governed by a board of directors composed of not less than five (5) natural persons nor more than seven (7) natural persons. The first board of directors shall have five (5) members. The number of directors, and the manner of selection thereof, may be determined from time to time in accordance with the provisions of these articles and the bylaws of the Organization.

6.2 The names and addresses of the Organization's initial directors are:

(1) (D) DOUGLAS BROWN  
615 Clayton St  
Orlando, FL 32804

Signature: Douglas Brown

Email: dnbrownsu@gmail.com

I hereby consent to appointment as a director of the Organization in accordance with the provisions of these Articles of Incorporation.

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(2) (D) ADAM CHILVERS

805 S Orlando Ave, Ste A  
Winter Park, FL 32789

Signature: Adam Chilvers

Email: adam@wineontheway.com

I hereby consent to appointment as a director of the Organization in accordance with the provisions of these Articles of Incorporation.

(3) (D) ADAM LUTHERAN

2757 Burwood Ave  
Orlando, FL 32837

Signature: Adam Lutheran

Email: adam.lutheran@gmail.com

I hereby consent to appointment as a director of the Organization in accordance with the provisions of these Articles of Incorporation.

(4) (D) ADAM SUDBURY

600 E Colonial Dr, Ste 200  
Orlando, FL 32803

Signature: Adam Sudbury

Email: adam@sudburys.net

I hereby consent to appointment as a director of the Organization in accordance with the provisions of these Articles of Incorporation.

(5) (D) STOAN PACEY

1749 Grand Rue Dr  
Casselberry, FL 32707

Signature: Stoan Pacey

Email: stoan@paceyhockey.com

I hereby consent to appointment as a director of the Organization in accordance with the provisions of these Articles of Incorporation.

6.3 A quorum of the board of directors for any official action shall be four directors. The term of office for the initial board of directors shall be one (1) year, which term shall commence on January 1,

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2022 and end on December 31, 2022. The initial board of directors shall be appointed and confirmed at the organizational meeting of the corporation, and successor boards shall be appointed at annual meetings which shall take place between October 1 and December 31 of each calendar year. Successor directors appointed to successor boards shall be appointed by a vote of four directors.

6.4 In the event that a quorum of directors is not present in person or by proxy at the annual meeting of the board of directors, the board of directors may appoint successor directors by majority vote of the directors present.

6.5 The following actions may only be taken by a vote of four directors at a duly noticed meeting of the board of directors: (a) appointment of interim directors to fill any vacancy occurring or existing on the board of directors; (b) removal of a director; (c) amendment of these articles of incorporation; (d) adoption or amendment of bylaws.

6.6 Unless otherwise provided-for by the bylaws, any action not specifically set forth above may be taken by written approval of four director with or without a meeting, or by a majority of directors present at a duly noticed meeting at which a quorum of directors is present.

6.7 The board of directors may establish non-voting advisory members of the board of directors who shall be entitled to notice of all meetings and to participate in any debate or discussion occurring at said meetings, but who are not entitled to vote on any matter pending before the board.

6.8 Members of the board of directors may not be compensated for their service as board members. However, nothing within this paragraph shall prohibit any board member from receiving fair and adequate compensation for services rendered to the Organization supplemental or ancillary to the member's service on the board of directors; provided, however, that all compensation to directors must be approved by the board of directors.

ARTICLE VII  
OFFICERS

7.1 The officers of the Organization, who shall manage the day-to-day affairs of the Organization subject to the direction of the board of directors, shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the board of directors may from time to time by resolution create. The appointment of officers shall take place at the first meeting of the initial board of directors, and such officers shall continue in service subject to reappointment annually at the initial meeting of each successor board of directors. The term of office of any officer shall end upon resignation, removal, or appointment of a successor officer at the initial meeting of a successor board of directors.

7.2 The President shall be selected from among the board members and shall serve as Chairman of the Board of Directors and chief executive of the Organization. With the assistance and support of



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the Vice President(s), the President is responsible for oversight and day-to-day management of the business affairs of the Organization. The Vice President(s) may transact and manage the business of the Organization subject to the supervision of the President. The Secretary shall be responsible for maintaining minutes of meetings, setting the agenda, calling meetings to order, and maintaining the corporate records. The Treasurer shall be responsible for managing, maintaining, and reporting the Organization's finances, and shall ensure compliance with all accounting and financial requirements imposed upon the Organization by applicable law. The board of directors may define such other officers and the duties thereof in the Organization's bylaws or by resolution of the board.

7.3 The board of directors may in its sole and exclusive discretion approve fair and adequate compensation for any corporate officer or other person, commensurate with the fair value of services rendered to the Organization. The President, or any Vice President may approve compensation for any person or entity, other than an officer or board member, providing goods or rendering services to the Organization.

ARTICLE VIII  
NOTICE AND PROXY

8.1 As provided-for in these Articles of Incorporation, notice of any action where prior notice is required, or of any meeting of the board of directors, shall at the minimum mean notice of the date, time, location, and method (virtual or in-person) by e-mail with at least ten (10) days prior notice of the meeting or action to be taken, unless waived by unanimous consent of the board. The bylaws may provide for alternate notice requirements.

8.2 Any director who is unable to attend a meeting or take action on any matter may designate another director to act in his or her stead as proxy, which proxy shall be effective to establish a quorum and establish the director's vote on any matter pending resolution by the board of directors.

ARTICLE IX  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

9.1 The Organization hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Organization to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Organization, or in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Organization, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit, or proceeding and any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best

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interests of the Organization, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Organization or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Organization to procure a judgment in its favor by reason of his being or having been a Director or officer of the Organization, or by reason of his being or having been a Director, officer, employee, or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Organization, against the reasonable expenses, including solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose.

9.2 No director or officer of the Organization shall incur liability of any form by reason of the fact that he is or may have a personal or business interest in any transaction or matter involving the Organization. Interested directors and officers shall not be required to recuse themselves from any decision pending before the board or to be determined by the officers.

ARTICLE X  
AMENDMENTS

10.1 Proposals for the alteration, amendment, or rescission of these Articles of Incorporation may be made by a majority of a quorum of the board of directors at any meeting of the board of directors. Amendment of these Articles of Incorporation shall require the assent of four (4) directors at a duly noticed meeting of the board of directors.

10.2 No amendment to these Articles shall be adopted or approved which shall cause the Organization to lose the characteristics of a charitable organization as defined by Section 501(c)(3) of the Internal Revenue Code, as amended. Any Amendment adopted which is determined to have such effect shall be deemed void ab initio.

ARTICLE XI  
DISSOLUTION

11.1 The Organization may be dissolved by unanimous consent of the board of directors.

11.2 Upon dissolution of the Organization, other than incident to a merger or consolidation, and following the proper winding up of the affairs of the Organization, the assets of the Organization shall be dedicated to any non-profit corporation, association, trust, or other organization to be used for purposes similar to those for which this Organization was created.

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of FLORIDA SELECT HOCKEY, INC.

11.3 Any action under this article is subject to the procedures and requirements of Chapter 617, Florida Statutes.

ARTICLE XII  
DURATION

12.1 The existence of the Organization shall commence upon the filing of these Articles with the State of Florida, Department of State, Division of Corporations. The Organization shall thereafter exist in perpetuity until dissolved by law or according to these Articles.

ARTICLE XIII  
INCORPORATOR

13.1 The name and address of the Incorporator is as follows:

ADAM HAROLD SUDBURY, ESQUIRE  
Apellie Legal  
600 E Colonial Dr, Ste 200  
P.O. Box 1871  
Orlando, FL 32802-1871

13.2 By act of execution hereunder and filing with the Secretary of State of the State of Florida, the Organization is hereby created in existence as a separate legal person from its incorporator, directors, officers, agents, and fiduciaries:

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of the Organization, has executed these Articles of Incorporation on this 14 day of June, 2022.

Signature: Adam Sudbury  
Adam Sudbury, June 14, 2022 10:19 EDT

Email: adam@sudburys.net

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ADAM H. SUDBURY  
as Incorporator of the Organization