

N23000002662

(Requestor's Name)

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☐ MAIL

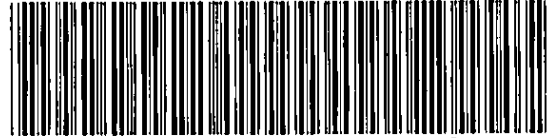
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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ALABAMA SECRETARY OF REVENUE

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

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<input type="checkbox"/>	CERTIFIED COPY	_____
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1. **WIN FLORIDA FOUNDATION, INC.**
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2023

CORPORATE ACCESS, INC.

SUBJECT: WIN FLORIDA FOUNDATION, INC.
Ref. Number: W23000032278

We have received your document for and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 223A00005492

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ALLIANCE

COVER LETTER

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

SUBJECT: WIN FLORIDA FOUNDATION, 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: Derek A. Schwartz, Esq.

Name (Printed or typed)

4755 Technology Way, Suite 205

Address

Boca Raton, Florida 33431

City, State & Zip

(561) 981-8089

Daytime Telephone number

derek@derekaschwartzpa.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
WIN FLORIDA FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL

WIN FLORIDA FOUNDATION, INC., is a Florida corporation not for profit in accordance with Chapter 617, Florida Statutes.

These Articles of Incorporation were adopted on the date of execution on Page 5 herein.

ARTICLE I – Name

The name of this corporation is **WIN FLORIDA FOUNDATION, INC.** (the “Corporation”).

ARTICLE II – Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III – Address

The principal place of business address of the Corporation is: **c/o Derek A. Schwartz, P.A., 4755 Technology Way, Suite 205, Boca Raton, Florida 33431.**

The mailing address of the Corporation is: **c/o Derek A. Schwartz, P.A., 4755 Technology Way, Suite 205, Boca Raton, Florida 33431.**

ARTICLE IV - Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V - Purpose

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

The purpose of the Corporation is to provide student athletes with educational programs, opportunities and resources, in the areas of character development, professionalism, career readiness, financial literacy, ethics and health & wellness, with the objective(s) being to assist the students in graduating and succeeding in life after sports.

ARTICLE VI – Powers

The Corporation shall have all of the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- A) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- B) to buy, own, sell, convey, assign, mortgage or lease any interest in real and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- C) to borrow money and issue evidence of indebtedness in furtherance of any or all of its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- D) to employ and contract with individuals and entities to accomplish its purposes set forth in Article V hereof;
- E) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- F) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII – Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of members of the Board of Directors shall be as provided in the Bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE VIII – Initial Board of Directors/Officers

The number constituting the initial Board of Directors of the Corporation shall be seven (7). The names and addresses of the persons who shall serve as directors on the initial Board of Directors of the Corporation are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FL

Title: Director
LaShawn Maurkice Pouncey
633 Coral Way
Ft. Lauderdale, Florida 33301

Title: Director
James Michael Pouncey
509 Coconut Isle Drive
Ft. Lauderdale, Florida 33301

Title: Director
Daniel Curtis Cross, Jr.
c/o Derek A. Schwartz, P.A.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

Title: Director
Terrance B. Jackson, Jr.
c/o Derek A. Schwartz, P.A.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

Title: Director
Willie B. Jackson, Jr.
c/o Derek A. Schwartz, P.A.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

Title: Director
Lawrence Wright
c/o Derek A. Schwartz, P.A.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

Title: Director
Derek A. Schwartz, Esq.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

The manner in which the directors are elected or appointed is set forth in the Bylaws of the Corporation. Notwithstanding the preceding sentence and the above provisions of this Article VIII, the Incorporator alone shall have the authority to add or remove persons appointed as directors pursuant to this Article.

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SECRETARY OF STATE
FLORIDA

ARTICLE IX - Members

The Corporation shall not have members.

ARTICLE X – Registered Agent & Office

The name of the initial registered agent of the Corporation is: **Derek A. Schwartz, P.A.**

The street address of the initial registered office of the Corporation is: **4755 Technology Way, Suite 205, Boca Raton, Florida 33431.**

ARTICLE XI - Incorporator

The name and address of the Incorporator of the Corporation is: **4755 Technology Way, Suite 205, Boca Raton, Florida 33431.** Until otherwise indicated, the Incorporator reserves the right to amend these Articles of Incorporation.

ARTICLE XII - Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

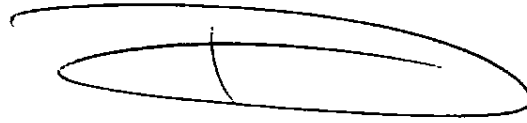
ARTICLE XIII - Restrictions

The following restriction shall apply to the Corporation:

- A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the Purpose clause hereof.
- B) 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 any candidate for public office.
- C) Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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2023 MAR 10 AM 10
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned has(have) executed these Articles of Incorporation this 6th day of March, 2023.



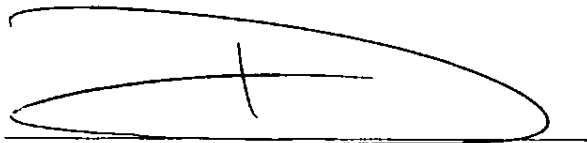
Derek A. Schwartz, Esq., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article X of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 6th day of March, 2023.

Registered Agent:
Derek A. Schwartz, P.A.



By: **Derek A. Schwartz, Esq.**
Its: Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FL**