

From:

06/11/2024 16:57

#527 P.001/007

N240000006988

11:44:24 PM

Division of Corporations

Florida Department of State

Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H24000204502 3)))



H240002045023ABCT

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : HINES NORMAN HINES P.L.  
Account Number : I20000000107  
Phone : (813)251-8659  
Fax Number : (813)254-6153

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: fencingclubatfsu@gmail.com

RECEIVED

2024 JUN 11 PM 5:11

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
ELECTRONIC FILING

FLORIDA PROFIT/NON PROFIT CORPORATION  
FENCING CLUB AT FLORIDA STATE UNIVERSITY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

2024 Jun 11 9:07

Electronic Filing Menu

Corporate Filing Menu

Help

MA

(((H24000204502 3)))

**ARTICLES OF INCORPORATION  
OF  
FENCING CLUB AT FLORIDA STATE UNIVERSITY, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby files these Articles of Incorporation to create a corporation not for profit under the Florida Not For Profit Corporation Act (the "Act").

**ARTICLE I**

**NAME**

The name of the corporation not for profit created hereby (the "Corporation") shall be **Fencing Club at Florida State University, Inc.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office of the Corporation shall be located at 1001 Saint Augustine Street, Tallahassee, FL 32306, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 1001 Saint Augustine Street, Tallahassee, FL 32306, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

**ARTICLE III**

**PURPOSES**

The Corporation is organized exclusively for charitable, religious, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation, providing support to public charities that are organized exclusively for charitable, religious, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV**

**POWERS**

The Corporation shall possess all powers allowed, granted, and permitted by the Act and by other applicable laws, and the following powers:

- (a) To exercise all rights and powers conferred by laws of the State of Florida applicable to corporations not for profit (including the Act), as well as the power to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, encumber, mortgage, convey, option, donate

(((H24000204502 3)))

((H24000204502 3)))

or otherwise dispose of such property and the income, principal, and proceeds of any such property.

(b) To purchase, invest, acquire, own, hold, reinvest, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, invest, acquire, own, hold, reinvest, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

(c) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, or any organization, ministry, or church, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(d) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(e) To use or distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by the Corporation in furtherance of the Corporation's stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are, and shall continue to be, impressed with a trust for such purposes;

(f) To contract and be contracted with and to sue and be sued;

(g) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(h) To apply the whole or any part of the income and principal of the Corporation exclusively in furtherance of the Corporation's stated purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations (collectively, the "Internal Revenue Code");

(i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to, the powers described in the Act; and

(j) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers of the Corporation. However, the objects, purposes and powers of the Corporation shall be exercised, construed and limited in their application to accomplish the purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

((H24000204502 3)))

(((H24000204502 3)))

**ARTICLE V****DURATION AND EXISTENCE**

The existence of the Corporation shall begin on June 11, 2024, and thereafter the existence of the Corporation shall be perpetual.

**ARTICLE VI****INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Morgan A. Robinson, Esq.  
Hines Norman Hines, P.L.  
315 S. Hyde Park Ave.  
Tampa, FL 33606

2024 JUN 11 11:09:07

**ARTICLE VII****OFFICERS**

The affairs of the Corporation shall be conducted by a President, a Treasurer, and a Secretary, and such other officers designated and authorized by the Board of Directors of the Corporation. The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the bylaws of the Corporation.

**ARTICLE VIII****DIRECTORS**

The Corporation shall be governed by a Board of Directors, which shall consist of at least three (3) individuals, and which shall never consist of less than three (3) directors. The actual number of directors serving on the Board of Directors of the Corporation, the method of the appointment or election of directors, and the fixing of the time and place for holding special and annual meetings of directors shall be as provided in the bylaws of the Corporation.

**ARTICLE IX****AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended at any time by a resolution adopted by a majority of the directors serving on the Board of Directors of the Corporation at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to all of the directors then serving on the Board of Directors of the Corporation in accordance with the provisions of the bylaws of the Corporation. Notwithstanding the foregoing, any amendment or

(((H24000204502 3)))

((H24000204502 3)))

amendments shall be consistent with the purposes for which the Corporation was created.

## ARTICLE X

### CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person. No part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds in furtherance of the Corporation's stated purposes, provided that said purposes do not conflict with Section 501(c)(3) of the Internal Revenue Code. All such income, and all such assets, shall be used and expended solely for one or more purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

Except as otherwise provided by the Act, if the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, then the Corporation, during such period:

(a) shall distribute for its exempt purposes for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code and shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code;

(d) shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Internal Revenue Code; and

(e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

((H24000204502 3)))

(((H24000204502 3)))

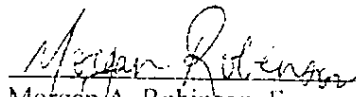
**ARTICLE XI****DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation other than an administrative dissolution that is cancelled by the reinstatement of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to one or more such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and which are engaged in activities that are the same as, or activities that are similar to, the Corporation's activities with respect to its stated purposes, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in and for the county in which the principal office of the Corporation is then located exclusively for such purposes or distributed to such organization or organizations as that court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XII****REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent and the initial registered office for the Corporation are as follows:  
Morgan A. Robinson, 315 S. Hyde Park Ave., Tampa, FL 33606.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date set forth below for the uses and purposes therein stated.

  
Morgan A. Robinson, Esq.  
Date: 06/11/24

2024 Jun 11 11:09:07

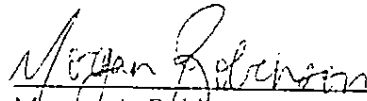
(((H24000204502 3)))

(((H24000204502 3)))

**ACCEPTANCE OF REGISTERED AGENT  
FOR  
FENCING CLUB AT FLORIDA STATE UNIVERSITY, INC.**

Pursuant to the Florida Not For Profit Corporation Act, **Fencing Club at Florida State University, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby appoints Morgan A. Robinson, 315 S. Hyde Park Ave., Tampa, FL 33606, as its registered agent to accept service of process within the State of Florida.

Having been named as registered agent for the above-referenced corporation at the place designated above, I hereby accept my appointment as said registered agent, hereby agree to comply with the laws of the State of Florida while serving as said registered agent, and hereby acknowledge that I am familiar with the obligations attendant with serving as said registered agent.

  
Morgan A. Robinson

2024 Jun 11 P. 9:07  
16-1

(((H24000204502 3)))