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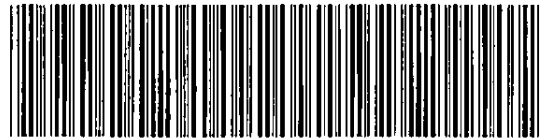
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TALLAHASSEE, FL

25th Anniversary
WALTERS LEVINE
& DeGRAVE

ATTORNEYS AT LAW
SARASOTA - TAMPA

ALAN F. GONZALEZ, LL.M.
agonzalez@walterslevine.com
www.walterslevine.com

601 BAYSHORE BOULEVARD
SUITE 720
TAMPA, FLORIDA 33606
(813) 295-6925 DIRECT
(813) 254-7474
(813) 254-7341 FAX

September 9, 2024

VIA FED EX

Department of State
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: SPORTS CLUB OF TAMPA BAY, INC.
Our File No. 4934-1

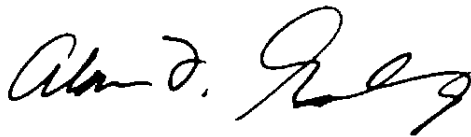
Gentlemen:

Enclosed are the Articles of Incorporation for a new non-profit corporation and our client's check for \$78.75 for the filing fee, registration of Resident Agent and Certificate of Status for the entity.

Please process the same at your earliest convenience. Thank you for your assistance.

Very truly yours,

WALTERS LEVINE & DeGRAVE



Alan F. Gonzalez, LL.M., Esquire

AFG:cmn
Enclosures

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**ARTICLES OF INCORPORATION
OF
SPORTS CLUB OF TAMPA BAY, INC.,
A Florida Not For Profit Corporation**

The undersigned subscribing incorporating member, **BRANDI WINANS**, to these Articles of Incorporation, who is a citizen of the United States, and who is a natural person and is competent to contract, does hereby form a not-for-profit corporation called “**SPORTS CLUB OF TAMPA BAY, INC.**” (hereinafter sometimes referred to as the “Corporation”) under the corporate not-for-profit laws of the State of Florida as are further set forth in Chapter 617, Florida Statutes, with the intent to form an entity that will be qualified as a federally income tax exempt organization pursuant to Internal Revenue Code §501(c)(3) and applicable U.S. Treasury Regulations.

**ARTICLE I.
Corporation Name**

The name of the Corporation shall be: **SPORTS CLUB OF TAMPA BAY, INC.**

**ARTICLE II.
Duration of Corporation**

The duration of the Corporation is perpetual.

**ARTICLE III.
Corporation’s Charitable Purposes**

The charitable purposes of the Corporation are as follows:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person but is organized and operated exclusively for charitable, literary and educational purposes as are most specifically described herein. The specific organization and operation of this Corporation is for the following charitable purposes:

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1. **General Charitable Purpose of the Corporation:** The general charitable purposes of the Corporation are to establish, support and maintain a nonprofit corporation for the charitable purposes stated herein which are in conformity with Internal Revenue Code §501(c)(3) and in compliance with Chapter 617, Florida Statutes, et. seq.

2. **Specific Charitable Purposes of the Corporation:** The Corporation's specific purposes for which it is organized are as follows: (a) To play a major promotional charitable role in the public development of youth sports programs for boys and girls in the Tampa Bay area in conjunction with professional sports teams; (b) To raise funds through various events in order to donate such funds to assist the administration of charitable Youth Sports Organizations in the Tampa Bay Area for purposes of promoting opportunities for expansion of children's participation in various sports; (c) To organize gatherings of the Corporation's Members and guests in the form of monthly dinners with guest speakers for the purposes of providing each Member the opportunity to participate actively in celebration of the Corporation's charitable events and projects which promote the Corporation's charitable purposes; (d) To support the continuing development of charitable youth sports efforts in conjunction with the efforts local professional, collegiate, high school and community athletic programs.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code §501(c)(3) or otherwise and no part of the net earnings of the Corporation shall inure to the benefit of or be

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distributable to its members, directors or officers, or other private persons, but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or

(b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The Corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code.

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G. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. 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 the 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 so disposed of shall be disposed of by a Court of competent jurisdiction 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 V. Members

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Board of Directors, and who shall have all the rights and privileges of the members of the Corporation. The bylaws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote.

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The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
BRANDI WINANS	272 Madeira Circle, Tierra Verde, FL 33715
DICK NIELSON	11307 Galleria Dr., Tampa, FL 33618
LOU MAGGIO	13507 Avista Dr., Tampa, FL 33624
MICHELE GILBY BERTONI	607 Albany Ave. #14, Tampa, FL 33606

ARTICLE VI.
Initial Registered Agent, Principal Office and Mailing Address

The initial registered agent is **BRANDI WINANS**, and the Corporation's initial registered office, initial principal office address and mailing address is 272 Madeira Circle, Tierra Verde, FL 33715.

ARTICLE VII.
Initial Board of Directors

The initial Board of Directors shall have four (4) members whose names and addresses are:

Name and Address of Each Director:

BRANDI WINANS, 272 Madeira Circle, Tierra Verde, FL 33715

DICK NIELSON, 11307 Galleria Dr., Tampa, FL 33618

LOU MAGGIO, 13507 Avista Dr., Tampa, FL 33624

MICHELE GILBY BERTONI, 607 Albany Ave. #14, Tampa, FL 33606

BRANDI WINANS, is the designated Chairperson of the Board of Directors.

The Board of Directors of this Corporation shall consist of not less than five (5) members, the exact number of directors to be fixed from time to time by the members or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, who shall be

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elected as provided in the bylaws and who may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this corporation may remove by unanimous vote any director from office at any time with or without cause. Directors shall serve in office until the Director resigns or is removed from office by a majority vote of all other Directors.

ARTICLE VIII. Officers

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. Other officers may be provided for in the bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the bylaws. The name and address of each initial officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>
President:	BRANDI WINANS
Vice-President:	LOU MAGGIO
Secretary & Corresponding Secretary:	MICHELE GILBY BERTONI
Treasurer	DICK NIELSON

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**ARTICLE IX.
Incorporators**

The names and addresses of the incorporators of this Corporation are as follows:

Name and Address of Each Incorporator:

BRANDI WINANS, 272 Madeira Circle, Tierra Verde, 33715

**ARTICLE X.
Nonstock basis**

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

**ARTICLE XI.
Bylaws**

A. The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be may be altered, amended or repealed by a majority vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

B. The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

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ARTICLE XII
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this Corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the Directors present at such meeting.

IN WITNESS WHEREOF, the undersigned subscribing incorporating members have hereunto set their hands and seals to these Articles of Incorporation on this 29 day of August, 2024.


BRANDI WINANS,
Incorporator & Member

I, **BRANDI WINANS**, hereby am familiar with the obligations and accept, the duties and responsibilities as Registered Agent for the **SPORTS CLUB OF TAMPA BAY, INC.**, a Florida not-for-profit corporation.

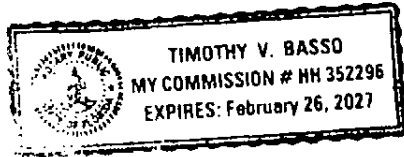

BRANDI WINANS
Registered Agent

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 29 day of August, 2024,
by **BRANDI WINANS**, who is personally known to me or who has produced FLDL
_____ as identification.




NOTARY PUBLIC

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