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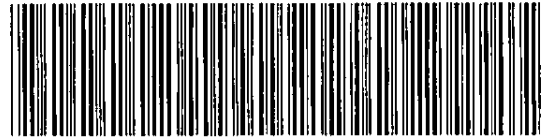
(Business Entity Name)

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CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Ben Bolen
Ext:
Date: 10/02/24
Order #: 1636496-1
Re: PCBGC SUPPORT ORGANIZATION, INC.
Processing Method: Routine

A handwritten signature in black ink, appearing to read "Ben Bolen", is written over the routing slip.

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.00 - FL State Account Number:
120000000195

Please take the following action:

File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

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CLERK OF COURT
STATE OF FLORIDA

**ARTICLES OF INCORPORATION
OF
PCBGC SUPPORT ORGANIZATION, INC.
(A NOT FOR PROFIT CORPORATION)**

I, the undersigned, with other persons being desirous of forming a corporation for nonprofit purposes, under the provision of Ch. 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of the Corporation is PCBGC Support Organization, Inc. (the "Corporation").

ARTICLE II

The Corporation shall have no (0) members.

ARTICLE III

The Corporation shall be organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of Boys & Girls Club of Polk County, Inc., a Florida not for profit corporation (the "Supported Organization"), so long as the Supported Organization is recognized by the Internal Revenue Service as being described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code. In the event the Supported Organization is no longer in existence or is no longer recognized by the Internal Revenue Service as being an organization described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, then the Board of Directors shall cause the Corporation to become a supporting organization, under Section 509(a)(3) of the Code, of such other organization or organizations whose purposes are substantially similar to those for which the Supported Organization is organized and which are recognized by the Internal Revenue Service as being described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, or shall cause the Corporation to operate so as to qualify as an organization described under either Section 509(a)(1) or Section 509(a)(2) of the Code, as the Board of Directors of the Corporation shall determine in its sole discretion.

ARTICLE IV

The Corporation's powers shall be limited as follows:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth above. 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 distributing 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

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corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code of 1986 (or the corresponding section of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law).

ARTICLE V

The Corporation is to exist perpetually.

ARTICLE VI

The address of the initial registered office of the Corporation shall be 225 East Lemon Street, Suite 300, Lakeland FL 33801. The name of the initial registered agent of the Corporation at such address shall be Stephen R. Senn, Esq.

ARTICLE VII

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors, the precise number of which shall be set by the bylaws of the Corporation provided that there shall be a minimum of three (3) directors at all times and no more than five (5) directors. Each director shall hold office for the term for which elected and until a successor is selected and qualified, all in accordance with the Bylaws of the Corporation.

ARTICLE IX

Section 1. The Board of Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, subject to Supported Organization approval, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by Supported Organization approval and a 2/3 majority vote of the entire Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE X

Section 1. These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a 2/3 majority vote of the entire Board of Directors, subject to Supported Organization approval.

Section 2. Amendments may also be made at a regular meeting of the directors upon notice given, as provided in the Bylaws, and subject to Supported Organization approval, of intention to submit such amendments.

ARTICLE XI

Subject to Supported Organization approval, the Corporation shall be capable of acquiring by gift, devise, purchase or otherwise, and to hold title and convey, manage and control property

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of every kind and character whatsoever, whether real, personal or mixed, including every kind of claim, demand and right, and to dispose of the same when deemed expedient and if in the best interest of the Corporation to incur indebtedness and to provide for securing such indebtedness by mortgage or otherwise; to do and perform any and all acts material to the purpose of the Corporation or in any way connected with, growing out of, or deemed expedient for any of the purposes or powers enumerated herein or which may usually belong to a corporation of this character.

ARTICLE XII

The initial street address of the Corporation shall be 301 NE 5th Street, Mulberry, FL 33860, and the initial mailing address of the Corporation shall be at P.O. Box 763, Lakeland, FL 33802-7763 US.

ARTICLE XIII

No part of the net earnings of the Corporation shall inure to the benefit of any individual director.

No person, firm, or corporation shall be entitled to dividends or profits from the undertaking of the Corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Supported Organization and, if Supported Organization is no longer a 501(c)(3) exempt organization, to organizations which have qualified for exemptions under 501(c)(3) of the Internal Revenue Code, or to the federal government or to the state or local government, for a public purpose, and none of the assets will be distributed to any member, director, officer, or trustee of the Corporation.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation organized exclusively for asset and title holding purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

ARTICLE XIV

Section 1. Except as set forth in Ch. 617.0831 of the Florida Statutes (as it exists on the date of the adoption of these Articles or as may be amended from time to time), no present or future director of the Corporation shall be personally liable to the Corporation or its affiliate, if any, for monetary damages for any conduct as a director occurring after the date of the adoption of these Articles. No amendment to or repeal of this Section shall adversely affect any right of protection of a director of the Corporation with respect to acts or omissions of such director occurring after the date of the adoption of this Article and prior to such amendment or repeal of this Section.

Section 2. The Corporation shall indemnify any director or officer of the Corporation, who is involved in any capacity in a proceeding by reason of the position held by such person or

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entity in the Corporation, to the full extent allowed by Ch. 617.0831 of the Florida Statutes, as presently in effect and as hereafter amended.

Section 3. Any indemnification of a director in accordance with this Article shall be reported to the Board of Directors (and to its affiliates, if any, to the extent required by applicable law) in a written report describing the proceeding and the nature and extent of such indemnification.

ARTICLE XV

The Corporation may voluntarily wind up and dissolve only by unanimous approval of the Board of Directors and Supported Organization. In the event of dissolution, assets of the Corporation shall be distributed to Supported Organization.

ARTICLE XVI

The incorporator of the Corporation is Stephen Giordano, 301 NE 5th Street, Mulberry, FL 33860.

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STATE

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand, this 23 day of September, 2024, for the purpose of forming the corporation not for profit.

Signed by:
By: Stephen Giordano
Name: Stephen Giordano
Title: President

**CERTIFICATE AND CONSENT TO APPOINTMENT
OF REGISTERED AGENT**

The undersigned hereby consents to serve as registered agent in the State of Florida for the following corporation: PCBGC Support Organization, Inc. (the "Corporation"). As agent for the Corporation, it will be responsible to accept service of process in the name of the Corporation; to forward all mail and license renewal to the appropriate affiliate of the Corporation; and to immediately notify the Office of the Secretary of State of its resignation or of any change in the address of the registered office of the Corporation for which it is agent.

The address for the Registered Agent is:

Stephen R. Senn, Esq.
225 East Lemon Street, Suite 300,
Lakeland, FL 33801
Dated October 1, 2024

Signed by:
By: Stephen Senn
Name: Stephen R. Senn, Esq.

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