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March 17, 1995

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32399

Re: Lely Pop Warner Football, Inc.

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Lely Pop Warner Football, Inc. together with our client's check number 1528 in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

*Leslie L. Browning*  
Leslie L. Browning  
Legal Assistant  
/llb

Enclosures

ARTFIL FRM

*Leslie Browning*  
*call - Nec/ principal office*  
*3/20/95*  
*DMC*

RECEIVED  
TALLAHASSEE, FLORIDA

MAR 20 PM 2:24

**ARTICLES OF INCORPORATION**  
**OF**  
**LELY POP WARNER FOOTBALL, INC.**  
(a Corporation Not-For-Profit)

FILED  
MAR 22 PM 3:00  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator with approval of the Charter Members of a Corporation Not-For-Profit to be formed under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of this organization shall be Lely Pop Warner Football, Inc., doing business as the Lely Seminoles.

**ARTICLE II: OBJECTIVE**

This Corporation is organized for the purpose of developing and operating football and cheerleading programs in conformity with and pursuant to the principles, rules and regulations enunciated by Pop Warner Little Scholars, Inc. In conjunction with such a supervised, competitive football and cheerleading programs, guided and governed by said Pop Warner Little Scholars, Inc., is to seek to implant in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage, scholarship, and reverence, so that they may be finer, stronger and happier youth who will grow to be good, healthy adults.

**ARTICLE III: AFFILIATION**

This Corporation shall be affiliated with and shall constitute an association under Pop Warner Little Scholars, Inc. As such, it shall be governed by, and comply with, all applicable principles, rules and regulations enunciated and decreed by Pop Warner Little Scholars, Inc.

**ARTICLE IV: LOCATION**

The principal place of operation of this Corporation shall be in and about the City of Naples, County of Collier, and State of Florida, but may extend into such areas as permitted by the Pop Warner Rules and Regulations.

**ARTICLE V: POWERS**

This Corporation shall have the following powers in addition to the powers expressly or implicitly conferred on it by law:

- A. To make and enforce rules and regulations to govern itself on a local basis, which are consisted with, and not contrary to, any rules and regulations promulgated by Pop Warner Little Scholars, Inc., to which this organization is subject;
- B. To solicit contributions and raise funds;
- C. To enter into contracts; and
- D. To hold and own property.

#### ARTICLE VI: LIMITATIONS

This Corporation shall not have the power to and may not:

- A. Issue any shares of stock;
- B. Distribute at any time in any manner any part of net income of the Corporation for a taxable year as would subject the Corporation to federal income tax under the provisions of Section 4942 of the Internal Revenue Code of 1954, as amended; nor engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended; nor make any investments in any such manner as to subject the Corporation to federal income tax under the provisions of Section 4944 of the Internal Revenue Code of 1954, as amended; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended; and
- C. Engage in any transaction prohibited under the Internal Revenue Code of 1954, as amended, or any regulations, proclamations, rulings or other statements made by the Internal Revenue Service, the engagement in which would be cause for denial, termination or cancellation of the status of the Corporation as an organization exempt from Federal Income Tax under the provisions of Section 501(a) of the Internal Revenue Code of 1954, as amended.

#### ARTICLE VII: NOT-FOR-PROFIT STATUS

Section 1. This Corporation shall not be conducted for profit.

Section 2. No part of the net earnings of the Corporation shall enure to the benefit of or be distributable to its Members, Officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments in furtherance of the purposes set forth in Article II hereof.

Section 3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on (i) any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) any activities not permitted to be carried on by a Corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 4. Upon the dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, which, in the judgment of the Board of Directors, will best accomplish the general purposes for which the Corporation was organized, that is, the benefitting of youths, or the assets 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 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, which, in the judgment of the court, will best accomplish the general purposes for which the Corporation was organized, that is, the benefitting of youths.

#### ARTICLE VIII: MEMBERSHIP

Section 1. This Corporation shall consist of three (3) classes of Members:

A. Regular Members. Regular Members shall consist of all parents and guardians of children participating in the programs sponsored by the Corporation, and all adult coaches, staff, and residents of Collier County who may seek admission as Members and who are genuinely interested in the fulfillment of Lely Pop Warner Football, Inc., and the ideals of instilling good sportsmanship and character in the youth of Collier County.

B. Youth Members. Youth Members shall consist of all boys and girls participating in the programs sponsored by this Corporation.

C. Honorary Members. Any distinguished person or one who has preformed an outstanding service to this organization may be granted an Honorary Membership by approval of the Board of Directors.

Section 2. Membership in this organization is a privilege, not a right, which may be granted or terminated by action of the Board of Directors.

#### ARTICLE IX: TERM

This Corporation is to exist perpetually.

## ARTICLE X: OFFICERS

Section 1. The Officers of this Corporation shall be a President, Vice President, Secretary, Treasurer and such other Officers as may be provided in the By-Laws.

Section 2. Provisions for the nomination and election of the Officers, the filling of vacancies of Officers and related matters shall be as set forth in the By-Laws of the Corporation.

## ARTICLE XI: DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall not have less than seven (7) and no more than fifteen (15) Directors.

Section 2. Provisions for the nomination and election of Directors, the filling of vacancies on the Board of Directors, and related matters shall be as set forth in the By-Laws of the Corporation.

Section 3. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank Pagliaroli	104 Cherry Hill Court, Naples, Florida 33962
Judy Bechtel	2965 Woodside Avenue, Naples, Florida 33962
Tim Sizemore	2885 Pine Run Road, Naples, Florida 33942
Holly Walsh	6017 Hollow Drive, Naples, Florida 33962
Bob Van Winkle	471 Gray Court, Marco Island, Florida 33937
Kim Miller	608 Squire Court, Naples, Florida 33942
Ed Bence	1340 Wildwood Lakes Boulevard, Naples, Florida 33942
Jack Poole	1865 Harbor Lane, Naples, Florida 33940
Jodie O'Driscoll	3653 Kent Drive, Naples, Florida 33962
Lisa Hall	1240 Barbizon Lane, Naples, Florida 33942
Dave Weeks	1032 29th Avenue North, Naples, Florida 33940
Jackie Miller	608 Squire Court, Naples, Florida 33942
John O'Driscoll	3653 Kent Drive, Naples, Florida 33962

## ARTICLE XII: INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him/her in connection with any claims or proceedings or any settlement of any claims or proceedings to which he/she may be a part or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Corporation, whether or not he/she is a Director or Officer of the Corporation, whether or not he/she is a Director or

Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided further that in the event of a settlement, the indemnification shall apply only when as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or Officers may be entitled under law.

#### ARTICLE XIII: BY-LAWS

Section 1. The Board of Directors of this Corporation upon proper notice and a vote of a majority of the Regular Members present at the regular or special meeting called for that purpose, may provide and adopt such By-Laws for the conduct of business and the carrying out of the purposes of the Corporation as they may deem necessary.

Section 2. The By-Laws may be amended, altered or rescinded in accordance with procedures specified in the By-Laws.

#### ARTICLE XIV: AMENDMENTS TO ARTICLES

Section 1. These Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of the Board of Directors, subject to the approval of a majority of the Regular Members present at any regular or special meeting called for that purpose.

#### ARTICLE XV: LOCATION

The street address of the initial <sup>principal</sup> ~~registered~~ office of the Corporation shall be 586 Yucca Drive, Naples, Florida 33940.


#### ARTICLE XVI: REGISTERED AGENT

The name and address of the Initial Registered Agent is Douglas Bowes, 586 Yucca Drive, Naples, Florida 33940.

#### ARTICLE XVII: INCORPORATOR

The name and address of the Incorporator hereof is Douglas Bowes, 586 Yucca Drive, Naples, Florida 33940.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 17<sup>th</sup> day of March, 1995, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida

  
DOUGLAS BOWES, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of MARCH, 1995 by DOUGLAS BOWES, who is personally known to me (or has produced \_\_\_\_\_ as identification) and did/did not take an oath.

Stanley Lieberfarb  
Notary Public  
OFFICIAL NOTARY SEAL  
STANLEY LIEBERFARB  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC389219  
TYPED, PRINTED OR ELECTRONICALLY SIGNED, 1999

My Commission Expires: \_\_\_\_\_

My Commission No: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 17<sup>th</sup> day of MARCH, 1995.

Douglas Bowes  
DOUGLAS BOWES