

N98000003097

TRANSMITTAL LETTER

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

400002538694--3
-05/28/98--01032--007
*****78.75 *****78.75

SUBJECT: COMMUNITY BOXING CLUB, 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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: DAVID E. PRINCE
Name (Printed or typed)
P.O. BOX 75696
Address
TAMPA, FL 33675
City, State & Zip
813-914-6488
Daytime Telephone number

FILED
98 MAY 28 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

9/26/98

ARTICLES OF INCORPORATION
OF
COMMUNITY BOXING CLUB, INC.
A FLORIDA CORPORATION

FILED
98 MAY 28 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State:

The undersigned acting as incorporator for the purposes of forming a corporation pursuant to the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be Community Boxing Club, Inc.

ARTICLE II

PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business and the mailing address of this corporation is located at:

6604 N. Oakview Terrace
Tampa, Florida 33610

in the City of Tampa, County of Hillsborough, State of Florida, and may transact its business and maintain offices for such purposes at such other places either within or without this State.

ARTICLE III

PURPOSE

The purposes of the corporation are exclusively to provide charitable, scientific, literary and educational as defined within section 501(c)3 of the internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)3 of the internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

The above will be carried out through integrated programs centered around boxing. Programs will include:

1. Tutorial/Homework Assistance
2. Male and Female Mentoring
3. Physical and Mental Fitness
4. Health/Drug Awareness
5. Life Choices/Counseling

ARTICLE IV

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is four (4). Said director(s) shall have the authority and power to increase or decrease the number of serving directors as deemed necessary.

Directors are selected annually based upon board member recommendations. Directors must be of good citizenship and character.

The name and address of each person who is to serve as a member of the initial Board of Directors are:

NAME	ADDRESS
Tommie Williams Ellis	6604 N. Oakview Terrace Tampa, Florida 33610
Linda Wilcox	801 E. Palm Avenue Tampa, Florida 33602
Tamarah Hudgins	7021 Tidewater Trail Tampa, Florida 33619
Steve Hill	3618 N. Machado Street Tampa, Florida 33605

ARTICLE V

DIRECTORS' INDEMNIFICATION

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, of he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgement in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalents shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation on advance of the final disposition of any action, suit or proceeding on preliminary determination that the director, officer, employee or agent to

repay such amount, unless it is ultimately determine that he/she is entitled to be indemnified by the corporation as authorized in this section.

2. The corporation shall also indemnify any director, officer, employee or agent who has been successful in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys' fees, reasonably incurred by him in connection therewith, without the necessity of any independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

3. The indemnification provided for herein shall continue as to any person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

4. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further identification except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly authorized by a majority of disinterested directors or duly authorized by a majority of the shareholders.

5. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE VI

DISSOLUTION

Upon the dissolution of the organization, 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 corresponding section of any future federal tax code, or shall be distributed to the federal, 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 organization is then located, exclusively for such purposes.

ARTICLE VII

REGISTERED AGENT AND OFFICE

The registered agent and office is:

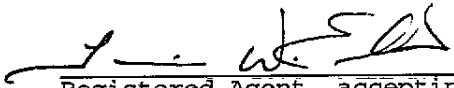
NAME

ADDRESS

Tommie Williams Ellis

6604 N. Oakview Terrace
Tampa, Florida 33610

IN WITNESS WHEREOF, I HAVE SET MY HANDS THIS 6th day of MAY, 1998.


Registered Agent, accepting duties

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is:

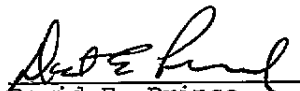
NAME

ADDRESS

David E. Prince

400 E. M.L. King Boulevard
Tampa, Florida 33603

IN WITNESS WHEREOF, I HAVE SET MY HANDS THIS 6th day of MAY, 1998.


David E. Prince
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA