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REFERENCE : 893517 9706A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 122.50

ORDER DATE : July 16, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 893517-005

CUSTOMER NO: 9706A

CUSTOMER: Ms. Jacqueline V. Medas
LEVINE FRANK EDGAR & TELEPMAN,
P.A.
Suite 500
3300 Pga Boulevard
Palm Beach Gard, FL 33410

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DIVISION OF CORPORATIONS
98 JUL 16 PM 12:07

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DOMESTIC FILING

NAME: ACG TEAM PARENT ORGANIZATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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[Signature]

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ARTICLES OF INCORPORATION

OF

ACG TEAM PARENT ORGANIZATION, INC.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME; PRINCIPAL OFFICE OF ASSOCIATION

The name of the corporation shall be **ACG TEAM PARENT ORGANIZATION, INC.**, which is hereinafter referred to as "the Association". The principal office of the Association shall be 11114 Heartwood Place, Wellington, FL 33414.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association shall be to serve youth in the conduct of gymnastic education and competition.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and its By-Laws.

ARTICLE III

MEMBERS

Section 1. Membership. Qualifications for members shall be as set forth in the Association's By-Laws.

Section 2. Meetings of the Members. The By-Laws of the Association shall provide for an annual meeting of the Members, and may make provisions for regular and special meetings of Members other than the annual meeting.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence.

Upon any dissolution, however, the assets of the Associations shall be conveyed to another association or a public agency having purpose similar to those of the Association.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed and conducted by a Board of Directors (also known as the Administrative Council) of no fewer than three (3) members.

Section 2. Election of Directors. Directors shall be elected as provided in the Association's By-Laws.

Section 3. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Name

Address

Kim Goodman

14202 71st Place N.
Loxahatchee, FL 33470

Charlene Arcadipane

1080 Huntley Way
Wellington, FL 33414

Vicki Martin

11114 Heartwood Place
Wellington, FL 33414

Section 5. Vacancies. If a director shall for any reason cease to be a Director, the remaining Directors shall elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, Vice President, a Secretary, a Treasurer, and such other positions as may be provided for in the Association's By-Laws.

Section 2. Election of Officers. The officers of the Association shall be elected in accordance with the applicable provisions of the By-Laws. If any officer other than that of the President shall become vacant for any reason, the Board of Directors may elect an individual to fill such vacancy.

Section 3. First Officers. The first officers of the Association, who shall hold office until the first annual meeting and thereafter until successors are duly elected and have taken office, shall be elected by the Board of Directors.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Article of Incorporation and the By-Laws, these Articles shall control.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Charles W. Edgar, III, Esq.	Levine, Frank, Edgar & Telepman, P.A. 3300 PGA Boulevard, Suite 500 Palm Beach Gardens, FL 33410

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a 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.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

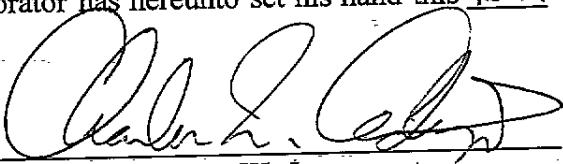
Section 6. The provisions of this Article X shall not be amended.

ARTICLE XI

REGISTERED AGENT

Until changed, Kim Goodman, shall be the registered agent of the Association and the registered office shall be at 14202 71st Place N., Loxahatchee, Florida 33470.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 15th day of July, 1998.


Charles W. Edgar, III, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of July, 1998 by Charles W. Edgar, III, as Incorporator of HCG Team Parent Organization, Inc., on behalf of the corporation. He is ☒ personally known to me or ☐ has produced _____ as identification and did/did not take an oath.

[NOTARY SEAL]

Jacqueline V. Medas
Notary Public, State of Florida
Print Name: JACQUELINE V. MEDAS

NOTARY PUBLIC - STATE OF FLORIDA
JACQUELINE V. MEDAS
COMMISSION # CC731833
EXPIRES 4/7/2002
BONDED THRU ASA 1-888-NOTARY1

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Palm Beach, State of Florida, the corporation named in said Articles has named Kim Goodman located at 14202 71st Place N., Loxahatchee, Florida 33470, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Kim Goodman
REGISTERED AGENT

DATED this 14th day of July,
1998.