

N98000005260

Lava Offices

SCOTT DAVID KRUEGER, CHARTERED

A Professional Corporation

2790 NORTHWEST 43RD STREET, SUITE 200
POST OFFICE BOX 7099
GAINESVILLE, FLORIDA 32605

GAINESVILLE (352) 376-3090
OCALA (352) 732-4405
FACSIMILE (352) 373-7347

August 26, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32214

000002634650--2

-09/09/98--01021--006

*****70.00 *****70.00

Re: *Incorporation of Gainesville Basketball Coaches Association, Inc.*

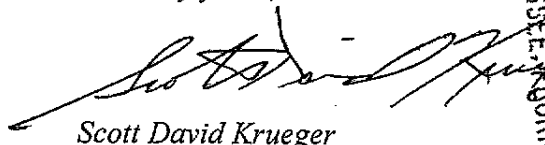
To Whom It May Concern:

I enclose the Articles of Incorporation and Certificate of Designation of Registered Agent And Registered Office for the above referenced incorporation, along with a check, in the amount of \$70.00, to cover the filing fee.

After processing, please send confirmation of incorporation to my attention. If you should have any questions, please do not hesitate to call me directly.

Finally, thank you for your prompt attention to this matter.

Sincerely yours,



Scott David Krueger

FILED
98 SEP -9 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

doc:tlw:gvlBBallg002.cov

F. CHESSEY SEP 15 1998

ARTICLES OF INCORPORATION OF
GAINESVILLE BASKETBALL COACHES ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following of Incorporation:

Article 1
NAME

The name of the Corporation is: **Gainesville Basketball Coaches Association, Inc.** 2790 NORTHWEST 43RD STREET, SUITE 200
GAINESVILLE, FLORIDA 32606

Article 2
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Member, Trustees or Officers, except to the extent permissible under law.

Article 3
DURATION

The duration (term) of the Corporation is perpetual.

Article 4
PURPOSES

The Corporation is organized, and shall be operated exclusively for fostering national and international amateur sports competition.

The Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donated or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein. However, no part of the Corporation's activities may involve the provision of athletic facilities or equipment except to the extent the Corporation may do so as a qualified amateur sports organization as provided for under applicable

98 SEP -9 AM 11:00
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

federal law and regulations thereunder.

The Corporation may do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5 LIMITATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(b) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(g) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the

Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(h) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for fostering national and international amateur sports competition as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Eighth Judicial Circuit in and for Alachua County, Florida, exclusively for such purposes or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes.

Article 6 MEMBERS

The Corporation shall have Voting Members comprised of boys head basketball coaches of all state of Florida accredited area high schools located in the city of Gainesville, Florida, provided a coaches dues are fully paid to the Corporation, and the member is otherwise in good standing with these articles, the Corporation's bylaws, and other policies of the board of directors of the Corporation. The Voting Members shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting 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. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Bob Horodyski	P.O. Box 142611 Gainesville, Florida 32614-2611
Mike DeLucas	P.O. Box 142611 Gainesville, Florida 32614-2611
Anthony Long	P.O. Box 142611 Gainesville, Florida 32614-2611
Dave Pickens	P.O. Box 142611 Gainesville, Florida 32614-2611

Herman Williams

P.O. Box 142611
Gainesville, Florida 32614-2611

Article 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2790 Northwest 43rd Street, Suite 200, Gainesville, Florida 32606, and the name of its initial Registered Agent at that address is Scott David Krueger.

Article 8
INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is five. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Bob Horodyski	P.O. Box 142611 Gainesville, Florida 32614-2611
Mike DeLucas	P.O. Box 142611 Gainesville, Florida 32614-2611
Anthony Long	P.O. Box 142611 Gainesville, Florida 32614-2611
Dave Pickens	P.O. Box 142611 Gainesville, Florida 32614-2611
Herman Williams	P.O. Box 142611 Gainesville, Florida 32614-2611

Article 9
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided 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>Name</u>	<u>Address</u>	<u>Title</u>
Bob Horodyski	P.O. Box 142611 Gainesville, Florida 32614-2611	President
Anthony Long	P.O. Box 142611 Gainesville, Florida 32614-2611	Vice-Pres.
Mike DeLucas	P.O. Box 142611 Gainesville, Florida 32614-2611	Treasurer
Dave Pickens	P.O. Box 142611 Gainesville, Florida 32614-2611	Secretary

Article 10 INCORPORATORS

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Bob Horodyski	P.O. Box 142611 Gainesville, Florida 32614-2611
Mike DeLucas	P.O. Box 142611 Gainesville, Florida 32614-2611
Anthony Long	P.O. Box 142611 Gainesville, Florida 32614-2611
Dave Pickens	P.O. Box 142611 Gainesville, Florida 32614-2611

Article 11 BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 12 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article 13 - _____
INDEMNIFICATION _____

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida

Article 14 _____
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

Article 15 _____
NONSTOCK BASIS _____

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 19th day of August, 1998.

Bob Horodyski
Bob Horodyski-Incorporator

Michael B. DeLucas
Mike DeLucas-Incorporator

Anthony Long
Anthony Long-Incorporator

Dave Pickens
Dave Pickens-Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

Before Me personally appeared Bob Horodyski, Bob Horodyski is personally known to me (yes ✓ no) or produced subscribed evidence as identification. His signature acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 19th day of August, 1998, in the aforesaid County and State.



Rebecca Tara Ward
My Commission CC674295
Expires May 01, 1999

Rebecca Tara Ward
NOTARY PUBLIC

My Commission Expires:

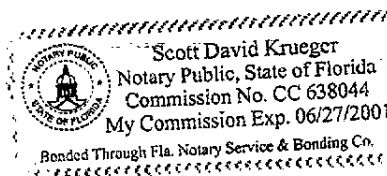
STATE OF FLORIDA
COUNTY OF ALACHUA

Before Me personally appeared Mike DeLucas, Mike DeLucas is personally known to me (yes ✓ no) or produced as identification. His signature acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 26th day of August, 1998, in the aforesaid County and State.

Scott David Krueger
NOTARY PUBLIC

My Commission Expires:



STATE OF FLORIDA
COUNTY OF ALACHUA

Before Me personally appeared Anthony Long, Anthony Long is personally known to me (yes no X) or produced a valid Florida driver's license as identification. His signature acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 20th day of August, 1998, in the aforesaid County and State.



SUZANNE ELLIOTT
MY COMMISSION # CC 487362
EXPIRES Aug. 9, 1999

Suzanne Elliott
NOTARY PUBLIC

My Commission Expires:

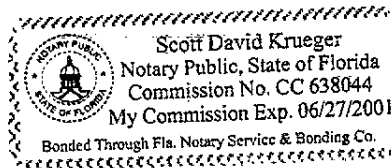
STATE OF FLORIDA
COUNTY OF ALACHUA

Before Me personally appeared Dave Pickens, Dave Pickens is personally known to me (yes no X) or produced _____ as identification. His signature acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 18th day of August, 1998, in the aforesaid County and State.

Scott David Krueger
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

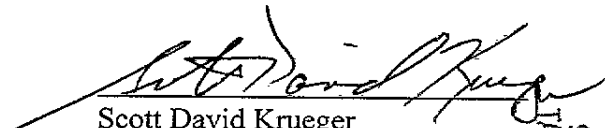
In pursuance to the provisions of section 617.0501, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That "**Gainesville Basketball Coaches Association, Inc.**", desiring to organize under the laws of the State of Florida, has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

SCOTT DAVID KRUEGER
2790 NORTHWEST 43RD STREET, SUITE 200
GAINESVILLE, FLORIDA 32606

ACKNOWLEDGMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Scott David Krueger

doc:tlw:gv/bball/g003.ra

98 SEP -9 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED