

N 98000005998

BRIAN MCMAHON
(561) 488-3982

21458 SUMMERTRACE CIRCLE
BOCA RATON, FLORIDA 33428

October 5, 1998

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

700002659647--1
-10/08/98--01088--011
*****122.50 *****78.75

Re: Team Clydesdale-Florida, Inc.

Ladies and Gentlemen:

Enclosed for filing with your office are the not-for-profit Articles of Incorporation, in duplicate, prepared for Team Clydesdale-Florida, Inc. Also enclosed is a check in the amount of \$122.50 in payment of filing fees and registered agent fees.

Thank you for your cooperation with this matter.

Sincerely,



Brian McMahon

/bm
Enclosures

FILED
98 OCT 21 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/21/98-TA

W98-23053



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1998

BRIAN MCMAHON
21458 SUMMERTRACE CIR
BOCA RATON, FL 33428

SUBJECT: TEAM CLYDESDALE-FLORIDA, INC.
Ref. Number: W98000023053

We have received your document for TEAM CLYDESDALE-FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

I TRIED TO CALL YOU SEVERAL TIMES, BUT THE LINE WAS BUSY.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 298A00050324

ARTICLES OF INCORPORATION
OF
TEAM CLYDESDALE-FLORIDA, INC.
(A CORPORATION NOT FOR PROFIT)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of TEAM CLYDESDALE-FLORIDA, INC. under the Florida Not for Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I
NAME AND LOCATION

The name of the corporation is TEAM CLYDESDALE-FLORIDA, INC., a Florida not for profit corporation (the "Corporation"), and the address of its initial principal office is 21458 Summertrace Circle, Boca Raton, Florida 33428. The initial mailing address of the Corporation is 21458 Summertrace Circle, Boca Raton, Florida 33428.

ARTICLE II
TERM

The Corporation shall exist perpetually unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III
PURPOSE

The Corporation is formed for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Within the scope of the foregoing, the Corporation is specifically organized to unite long distance runners from Miami-Dade, Broward and Palm Beach Counties. Specifically those runners meeting Team Clydesdale's qualifications. The Corporation is authorized to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members or any private individual.

To the extent a corporation described by section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") is permitted to do so, the corporation may distribute to other organizations, foreign or domestic, all or part of the funds it collects, but the corporation is not required to remit or distribute any part of its funds to any other organization.

The Corporation shall not, as a substantial part of its activities, carry on any propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE IV
ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any corresponding provision of any future United States Internal Revenue law.

**ARTICLE V
DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Brian McMahon	21458 Summertrace Circle Boca Raton, Florida 33428

**ARTICLE VII
INITIAL DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors may be increased or decreased from time to time as authorized by a majority vote of the members, but shall never be less than ~~three~~ ^{three (3)} person. Directors shall be elected and hold office in accordance with the method prescribed in the Bylaws. The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Brian McMahon	21458 Summertrace Circle Boca Raton, Florida 33428 (561) 488-3982

Dawn McMahon

21458 Summertrace Circle
Boca Raton, Florida 33428
(561) 488-3983

Jeffrey A. Norman

573 Warren Lane
Key Biscayne Bay, Florida 33149
(305) 361-0819

ARTICLE VIII MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE IX BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the Corporation.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

ARTICLE XI INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation is Brian McMahon, and the office of the initial registered agent is at 21458 Summertrace Circle, Boca Raton, Florida 33428.

ARTICLE XII INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified to the fullest extent permitted by law by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of

his or her being or having been a Director or Officer of the Corporation (whether or not he or she is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her). The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

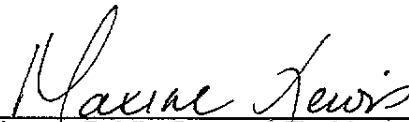
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 17th day of October, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



BRIAN MCMAHON, Incorporator

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

The foregoing instrument was acknowledged before me this 17th day of October, 1998, by Brian McMahon, as Incorporator of Team Clydesdale-Florida, Inc., a Florida not for profit corporation on behalf of said entity. He is personally known to me or has produced _____, as identification and did/did not take an oath.



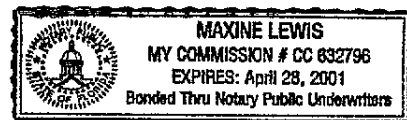
Notary Public State of Florida at Large

Maxine Lewis

Print Name of Notary

My Commission Expires _____

Commission No. _____



CERTIFICATE OF REGISTERED AGENT

OF

TEAM CLYDESDALE-FLORIDA, INC.

Having been named to accept service of process for Team Clydesdale-Florida, Inc. at the place designated in the foregoing Articles of Incorporation, Brian McMahon agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

Dated: October 17, 1998.



BRIAN McMAHON

FILED
98 OCT 21 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA