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To:  
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Account Number : 110300003726  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
FLORIDA BOYS & GIRLS CLUBS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
FLORIDA BOYS & GIRLS CLUBS, INC.

1. **NAME.** The name of this corporation is FLORIDA BOYS & GIRLS CLUBS, INC.

2. **PURPOSE.** The purpose for which the corporation is organized is:

Said corporation is organized exclusively for charitable and educational purposes to support the Boys & Girls Clubs located within the State of Florida, which are members in good standing of Boys & Girls Clubs of America, Inc. and the Florida Alliance of Boys & Girls Clubs, Inc. and which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. **CAPITAL STOCK.** The corporation, a corporation not for profit under Chapter 617, Florida Statutes, shall have no capital stock and no member shall have any right or title to any asset of the corporation.

4. **DURATION.** The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. **MEMBERSHIP.** The members of the Board of Directors shall be the only members of this Corporation.

6. **EARNINGS.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in paragraph 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax law.

7. **PRIVATE FOUNDATION STATUS.** During any period that the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code, or corresponding section of any future tax law, the corporation will:

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A. Distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or corresponding section of any future federal tax law.

B. Not engage in any act of "self dealing" as defined in §4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

C. Not retain any "excess business holdings" as defined in §4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax law.

D. Not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or corresponding section of any future federal tax law.

E. Not make any "taxable expenditures" as defined in §4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

8. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 1010 Winderley Place, Unit 133, Maitland, FL 32750 , and the name of the initial registered agent of the corporation at that address is Richard Cieslak. The principal business address of the corporation is 3130 Fruitville Road, Sarasota, FL 34237.

9. NUMBER OF DIRECTORS. The corporation shall have five directors, initially. The number of directors may be increased or diminished from time to time, by by-laws by the directors but shall never be less than three.

10. INITIAL DIRECTORS. The name and street address of each member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Richard Cieslak	1010 Winderley Place, Unit 133, Maitland, FL 32750
Megan McCarthy Beauvals	7500 Davis Blvd, Naples, FL 34104
Ashley Kaiser	628C Admiral Dr, #525, Annapolis, MD 21401
Brian Manderfield	430 E 8th St, Ste 222, Holland, MI 49423
Jodi Stamey	1275 Peachtree St NE, Atlanta, GA 30309

12. INCORPORATOR. The name and address of the incorporator is: Thomas A. Moseley, 1724 Manatee Avenue West, Bradenton, Florida 34205.

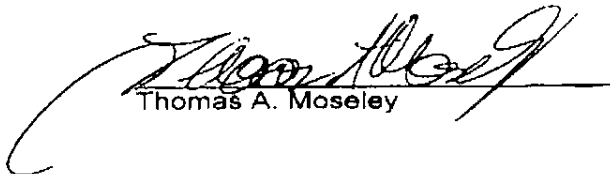
13. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a two thirds vote of the Board of Directors, proposed by them to the members and approved at a meeting of members by a majority of the members entitled to vote thereon if there are members admitted; otherwise by a two thirds vote of the Board of Directors; unless all the directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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14. DISSOLUTION. Upon dissolution of the corporation, any assets remaining shall be distributed to Boys & Girls Clubs located within the State of Florida which are members in good standing of Boys & Girls Clubs of America, Inc. and the Florida Alliance of Boys & Girls Clubs, Inc. and which are organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as shall be determined by the affirmative vote of a majority of the Board of Directors. Any assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, to Boys & Girls Clubs located within the State of Florida which are members in good standing of Boys & Girls Clubs of America, Inc. and which are organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as said court shall determine.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on April 22 2024.

  
 Thomas A. Moseley

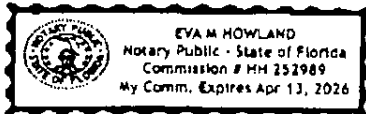
STATE OF FLORIDA  
 COUNTY OF MANATEE

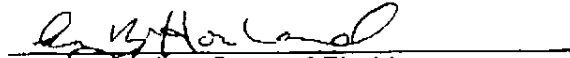
The foregoing instrument was acknowledged before me by means of [] physical presence or [] online notarization, this 22 day of April, 2024, by Thomas A. Moseley, who:

- is personally known to me,
- has produced a current Florida drivers license.
- has produced \_\_\_\_\_ as

identification.

Notary Seal



  
 Notary Public - State of Florida  
 Printed Name:  
 My Commission Expires:

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ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.

  
Richard Cieslak Resident Agent

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