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

00 JUL 13 PM 2: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Corporate Filings Office:

I enclose an original and two (2) copies of the proposed Articles of Incorporation of the Second Chance of St. Petersburg.

Please file the Articles of Incorporation and return a Certificate of Incorporation (or file-stamped copy of the original Articles) to me at the above address.

A check/money order in the amount of \$ 78.75, made payable to your office, for total filing and processing fees is enclosed.

Sincerely,



Derrick Pollock, Incorporator

998-27 Ave. So.
St. Petersburg, Fl
33705

(727) 896-6961
727) 327-3008

Derrick Pollock

add principal
address
PH

PH 2113100
16958
Purston



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 5, 2000

DERRICK POLLOCK
998 27 AVE SO
ST PETERSBURG, FL 33705

SUBJECT: SECOND CHANCE OF ST. PETERSBURG
Ref. Number: W00000016958

We have received your document for SECOND CHANCE OF ST. PETERSBURG and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 900A00037379

ARTICLES OF INCORPORATION

OF

SECOND CHANCE of ST. PETERSBURG, Inc.

A NON-PROFIT CORPORATION

FILED
00 JUL 13 PM 2: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation is Second Chance of St. Petersburg, Inc.

TWO: The name and address of the registered agent of this corporation are:

Derrick Pollock

998-27 Ave. So.

St. Petersburg, FL 33705

THREE: The specific purpose for which this corporation is organized is to help motivate and assist failing student athletes to succeed academically while still giving them an opportunity to participate in sports, as well as offering an alternative to dropping out of school, turning to drugs, gangs, or delinquency.

This corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOUR: The number of initial directors of this corporations is three (3). Their names and addresses are as follows:

Derrick Pollock	Ernest Givins, Jr.	Darren Hammond
998-27 Ave. So.	1447 Manor Way So.	6825-15 St. So.
St. Petersburg, FL 33705	St. Petersburg, FL 33705	St. Petersburg, FL 33705

FIVE: The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Derrick Pollock	Ernest Givins, Jr.	Darren Hammond
998-27 Ave. So.	1447 Manor Way So.	6825-15 St. SO.
St. Petersburg, FL 33705	St. Petersburg, FL 33705	St. Petersburg, FL 33705

SIX: Directors shall be elected or appointed in the manner and terms provided in the corporations by-laws.

SEVEN: The period of duration of this corporation is perpetual.

EIGHT: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class, if any, of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

NINE: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: July 10, 2000



Derrick Pollock, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FILED
00 JUL 13 PM 2: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Second Chance of St. Petersburg, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Derrick Pollock
(NAME)

998-27 Ave. So.
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

St. Petersburg, FL 33705
(CITY/STATE/ZIP)

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.

D. Pollock
(SIGNATURE)

7/10/00
(DATE)