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Attorneys at Law
20 South Fifth Street
Fernandina Beach, Florida 32034

Clyde W. Davis

FILED
02 FEB -1 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Tel (904) 261-2848
Fax (904) 261-4476

January 30, 2002

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

Re: YLL, Inc.

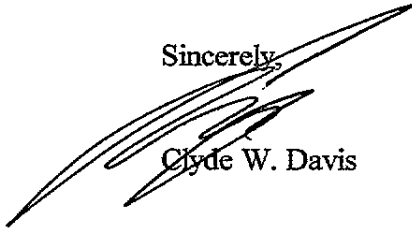
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*****78.75 *****78.75

Ladies/Gentlemen:

Enclosed please find original and one copy of Articles of Organization for the above entity, duly executed and notarized, together with my check in the amount of \$78.75 for your filing fee.

If you have any questions, please feel free to call me directly. Thank you for your prompt attention to this matter.

Sincerely,


Clyde W. Davis

CWD/dlr
Enclosures

DB 2/6

ARTICLES OF INCORPORATION
OF
YLL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporators, being of full age, having associated together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: YLL, INC.

ARTICLE II - CORPORATE PURPOSE

The object and purpose of the Corporation shall be to provide a legal organization to promote good citizenship and good sportsmanship and provide an athletic program to the youth of Nassau County, Florida, living in Yulee, Florida. Its further purpose it promote the ideals of honesty, loyalty, teamwork, courage, and respect for authority so that the youth may be stronger, happier, and healthier citizens.

ARTICLE III - MEMBERSHIP

Section 1: Eligibility. Any individual sincerely interested in active participation to effect the objectives of this organization shall be eligible for membership. Membership may not be denied on the basis of race, color, religious preference, disability, or national origin.

Section 2: Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Directors may from time to time determine. No person may be denied membership on the basis of race, color, age, or religious preference.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty days prior written notice to the Directors. Expulsion for just cause shall be according to the procedures found in the by-laws of the organization, as the same may be adopted from time to time.

ARTICLE IV - EXISTENCE AND DURATION

Existence of the Association commenced with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE V - MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors, elected as provided in the by-laws.

ARTICLE VI - INITIAL OFFICERS / DIRECTORS

The names and residence address of the officers / directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

JOHN H. KATO
2036 Deleen Road
Yulee, FL 32097

CYNTHIA ECHOFF
1562 Johnson Lane
Yulee, FL 32097

ARTICLE VII - BYLAWS AND AMENDMENTS
TO THE ARTICLES OF INCORPORATION

The bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional; provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the

corporate purposes as directed by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IX - SUBSCRIBERS

The names and residence address of the subscribers to this Corporation are as follows:

JOHN H. KATO, 2036 Deleen Road, Yulee, FL 32097

CYNTHIA ECHOFF, 1562 Johnson Lane, Yulee, FL 32097

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporator, desiring to organize this Corporation under the laws of the State of Florida, hereby designates the Corporation's Principal/Registered office to be located at 20 South Fifth Street, Fernandina Beach, Florida 32034, and hereby designates and appoints Clyde W. Davis as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successors are selected and duly designated.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify an officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XIII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.

2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.

3. Participate to any extent in any political campaign for or against any candidate for public office.

4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contribution s to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate

its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 27th day of January, 2002.

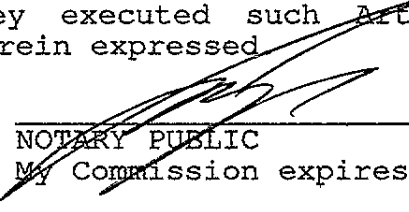
John H. Kato
JOHN H. KATO

Cynthia Echhoff
CYNTHIA ECHOFF

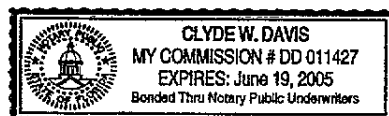
STATE OF FLORIDA)
COUNTY OF NASSAU)

Before me, the undersigned authority, personally appeared:
JOHN H. KATO and CYNTHIA ECHOFF to me well known to me to be the
persons described in or who have produced

as identification and who did not take an oath, and who subscribed
their name to the foregoing Articles of Incorporation, and whose
acknowledged before me that they executed such Articles of
Incorporation for the purposes therein expressed


NOTARY PUBLIC
My Commission expires:

Inc\articles



ACCEPTANCE OF REGISTERED AGENT

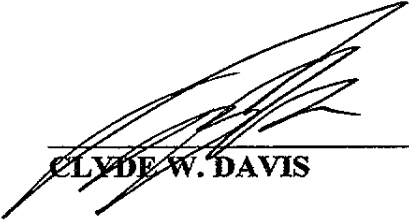
Having been named to accept service of process for **YLL, INC.**, at the place designated in the ARTICLES OF INCORPORATION or a corporate resolution of said corporation:

REGISTERED AGENT
REGISTERED ADDRESS

CLYDE W. DAVIS
20 SOUTH FIFTH STREET
Fernandina Beach, Fl 32034

agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: January 29, 2002



CLYDE W. DAVIS

Inc/Accept.Agt

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TALLAHASSEE FLORIDA