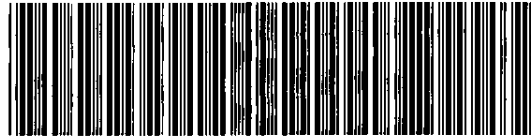


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 12 2010

COVER LETTER

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

SUBJECT: TENNIS 4 ALL FOUNDATION, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jed Frankel
Name (Printed or typed)

4000 Hollywood Blvd. #265-South
Address

Hollywood, FL 33021
City, State & Zip

954 894 8000
Daytime Telephone number

jfrankel@eisingerlaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

of

TENNIS 4 ALL FOUNDATION, INC.
a Florida Not For Profit Corporation

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLE I
CORPORATE NAME AND ADDRESS

The name of this corporation is the Tennis 4 All Foundation, Inc. The street address and mailing address of the initial principal office is 1231 99th Street, Bay Harbor Islands, Florida 33154.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
CORPORATE PURPOSE

This is a Not For Profit Corporation, organized solely for charitable, educational and scientific public service purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, 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 the corresponding section of any future federal tax code.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is formed are:

- A. To enter into, perform, and carry our contracts of every sort, character and description, both private and public and to obtain any and all rights, privileges, grants and gifts relating to or for the promotion and/or advancement of the purposes of the Corporation.
- B. Charitable, educational, and scientific purposes, including for such purposes, the promotion, publicity and the making of distributions to

organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

- C. To receive gifts, donations, and bequests of any kind or character, including but not limited to real and personal property from any person, association, or corporation for the purpose of carrying into effect the purposes of this Corporation.
- D. To initiate and support community-based programs that promote tennis, education, health, physical fitness and social skills of children and adult members of the community.
- E. To contribute to other charitable organizations. It is anticipated that the Foundation may distribute most, if not all of its assets on an annual basis. The entities, if any, to which the Foundation may make donations will be chosen entirely in the discretion of the Board of Directors of the Foundation.
- F. The Foundation may engage in a variety of fund-raising activities including but not limited to "athon" events, silent and live auctions, tournaments, giveaways, raffles, etc. All proceeds of any such activities would be used by the Foundation or donated by the Foundation to other tax-exempt 501 (c)(3) charitable organizations.
- G. To do and perform such matters and things as are allowed by law and may be reasonably convenient or necessary to attain and objects and ends for which it was organized as set forth herein.

ARTICLE V CORPORATE POWERS

The corporate powers of this Corporation are as set forth in § 617.0302, Florida Statutes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Articles Third and Fourth 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, 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. Notwithstanding any other 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI MEMBERSHIP

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of this Corporation.

ARTICLE VII REGISTERED AGENT

The initial Registered Agent of this Corporation shall be Jed Frankel, whose street address is 4000 Hollywood Boulevard, #265-South, Hollywood, Florida.

ARTICLE VIII INCORPORATORS

The Incorporators are:

Jed Frankel
4000 Hollywood Boulevard
#265-South
Hollywood, Florida

ARTICLE IX SELECTION OF DIRECTORS/OFFICERS

Directors and Officers are to be selected and hold office in the manner stated in the Corporation's Bylaws which may be amended from time to time. The initial Officers/Directors shall be:

Jed Frankel (Director and President), 4000 Hollywood Blvd., #265-South, Hollywood, FL 33021

Hillary Frankel (Director and Secretary/Treasurer), 4000 Hollywood Blvd., #265-South, Hollywood, FL 33021

ARTICLE X
AMENDMENTS TO BYLAWS

As permitted by Section 617.0206, Florida Statutes, as amended or superseded from time to time, subject to the limitations contained in the Bylaws and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting, provided that notice of the proposed change is mailed or delivered to each member at least fifteen (15) days prior to such meeting.

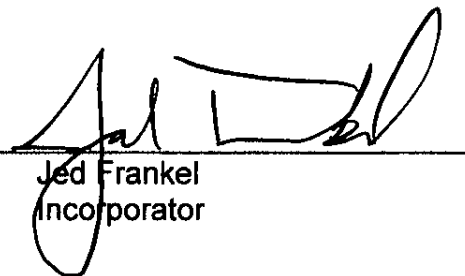
ARTICLE XI
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended as provided by law. No amendments are permitted which would cause any loss of the corporation's status under section 501(c)(3) of the code. Amendments must also be made at a regular meeting of the membership upon at least fifteen (15) day notice given, by a two-thirds (2/3) vote of those members present.

ARTICLE XII
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

WITNESSED BY:

By: 
Jed Frankel
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, 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.

By: _____

Jed Frankel
Registered Agent

September 7, 2010

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA