

N96000005515

George Mays,
4380 Oak Bay Dr. W.
Jacksonville, FL 32277

March 25, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600002162106--9
-05/01/97--01076--013
*****35.00 *****35.00

Subject: Arlington All Sports, Inc.

Division of Corporations:

Pursuant to the provisions of Section 617.1077 of the Florida Not For Profit Corporation Act, enclosed are an original and one (1) copy of the restated articles of incorporation for Arlington All Sports, Inc., a Not for Profit Corporation.

The restatement of the articles of incorporation was approved by a vote of the board of directors of Arlington All Sports, Inc. on Sunday, March 23, 1997. The restatements relate to Article 3, Purpose, and to Article 4, Membership. A vote of the membership was not required.

Also enclosed is a check in the amount of \$35.00 for filing fee and certified copy. Please feel free to contact me with any questions or requests for additional information.

Sincerely,



George Mays
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 3:10

Robert

JUN 13 1997

George Mays
4380 Oak Bay Dr. W.
Jacksonville, FL 32277

June 3, 1997

Steven Harris
Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Ref #: N96000005515

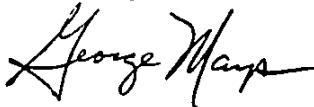
Dear Sir,

Enclosed is a copy of your correspondence dated May 8, 1997, along with a notarized copy of the Restated Articles of Incorporation containing the changes outlined in your letter. The following changes were made:

- 1) The document is entitled Restated Articles of Incorporation
- 2) The document is signed by the president and notarized.
- 3) The Restated Articles includes the statement that the restatements was adopted by the board of directors and does not contain any amendments requiring member approval.

Thank you for your assistance in filing these restated articles. Should you need additional information please feel free to contact me.

Sincerely,



George Mays,
President



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

George Mays
4380 Oak Bay Dr., West
Jacksonville, FL 32277

SUBJECT: ARLINGTON ALL SPORTS, INC.
Ref. Number: N96000005515

RECEIVED
97 JUN 12 AM 1:05
DIVISION OF CORPORATIONS

We have received your document for ARLINGTON ALL SPORTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 897A00024521

**RESTATED ARTICLES OF INCORPORATION
OF
A FLORIDA NONPROFIT CORPORATION**
3/24/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The restatement of these articles was adopted by the board of directors and does not contain any amendments requiring member approval.

Article 1. Name. The name of the Corporation is Arlington All Sports, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The purpose of this corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person, but shall be organized as a social and recreation club. The specific purposes of this corporation are :

1. To engage in pleasure, recreation, and other nonprofitable activities;
2. To act as a booster club for athletes participating in amateur athletics, both team and individual, at Arlington Country Day School.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all rights and privileges of members of the Corporation. Membership is limited to those individuals who have an active interest in supporting the amateur athletes competing in individual and team sports for Arlington Country Day School.

The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. However, the by-laws shall not establish membership classes with substantially lower dues or fees than another membership, nor allow for a benefited class.

The corporation shall be supported solely from membership fees, dues, assessments, and revenues raised in connection with club activities.

The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
George Mays	4380 Oak Bay Dr. W. Jacksonville, FL 32277
Jesse Reid	5449 Glorianne Dr. Jacksonville, FL 32207
Ronald Loyche	13549 Mt. Pleasant Rd. Jacksonville, FL 32225
Pat Reid	5449 Glorianne Dr. Jacksonville, FL 32207
Carolyn Pillsbury	4309 Maywood Dr. Jacksonville, FL 32277

Article 5. Initial Registered Agent and Office. The initial registered agent is George Mays and the initial registered office 4380 Oak Bay Dr. W. Jacksonville, FL 32277.

Article 6. Initial Board of Directors. The initial Board of Directors shall have five (5) members whose names and addresses are:

<u>Name</u>	<u>Address</u>
George Mays	4380 Oak Bay Dr. W. Jacksonville, FL 32277
Jesse Reid	5449 Glorianne Dr. Jacksonville, FL 32207
Ronald Loyche	13549 Mt. Pleasant Rd. Jacksonville, FL 32225
Pat Reid	5449 Glorianne Dr. Jacksonville, FL 32207
Carolyn Pillsbury	4309 Maywood Dr. Jacksonville, FL 32277

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three (3).

Article 7. Officers. The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	George Mays	4380 Oak Bay Dr. W. Jacksonville, FL 32277
First Vice President	Jesse Reid	5449 Glorianne Dr. Jacksonville, FL 32207
Second Vice President	Ronald Loyche	13549 Mt. Pleasant Rd. Jacksonville, FL 32225
Secretary	Pat Reid	5449 Glorianne Dr. Jacksonville, FL 32207
Treasurer	Carolyn Pillsbury	4309 Maywood Dr. Jacksonville, FL 32277

Article 8. Incorporator. The name and address of the incorporator is:

George Mays 4380 Oak Bay Dr. W. Jacksonville, FL 32277

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided for in the bylaws.

Article 10. Corporate Address: The street address of the Corporations initial principal office and mailing address is 4380 Oak Bay Dr. W. Jacksonville, FL 32277.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 10 day of June, 1997.

George Mays
President

FLDL-M200 31951-322-0
exp 9/99

Acknowledged before me on 6-10-97, by George W. MAYS SR, who is personally known to me/ produced FLDL x as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

Doris Shelman
(Notary Public - State of Florida)

Name: Doris Shelman
Commission No.: CC 309745
My Commission Expires: 8/18/97

