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Account Name : BAKER & HOSTETLER LLP
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Fax Number : (407) 841-0168

FLORIDA NON-PROFIT CORPORATION

World Olympians Association Foundation, Inc.

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Baker & Hostetler LLP
200 S. Orange Ave., Suite 2300
Orlando, FL 32801
(407) 649-4000

ARTICLES OF INCORPORATION

OF

WORLD OLYMPIANS ASSOCIATION FOUNDATION, INC. (A Corporation Not For Profit)

The undersigned, desiring to form a corporation not-for-profit under the Florida Not-For-Profit Corporation law, hereby certifies:

ARTICLE I

Name and Duration

The name of this corporation shall be World Olympians Association Foundation, Inc. (hereinafter, the "Corporation"). The term of duration of this Corporation shall be effective upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE II

Principal Office

The street address of the initial principal office and mailing address of the Corporation shall be c/o 200 South Orange Avenue, Suite 2300, Orlando, FL 32801, Attn: Tico Perez, Esq.

ARTICLE III

Registered Office and Agent

The street address of the initial registered office of this Corporation shall be at 200 S Orange Avenue, Suite 2300 in the City of Orlando, County of Orange, State of Florida and the name of the original registered agent at that address shall be A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

Section 1. The Corporation is organized and shall be operated shall be operated exclusively for charitable, educational, or scientific purposes, including as limited by such purposes, that

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it shall at all times be operated as an organization that is organized, and at all times operated exclusively to promote and develop Olympianism throughout the world.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit.

Section 2. No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth herein. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Members

The Corporation shall not have members.

ARTICLE VI

Board of Directors and Manner of Election

Section 1. The number of directors of the Corporation shall be nine (9), which number may be increased or decreased from time to time in accordance with the provisions of the Bylaws of the Corporation, but in no event shall the number of directors of the Corporation be less than nine (9).

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

ARTICLE VII

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 S. Orange Avenue Suite 2300 Orlando, Florida 32801

ARTICLE VIII

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, or scientific purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article VIII only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

ARTICLE IX

Amendments

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors, at which a quorum is present, provided that the notice of the meeting includes the proposed amendment or a summary of the changes.

ARTICLE X

Internal Revenue Code References

All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI

Immunity and Indemnification

To the fullest extent permitted by the Not-For-Profit Corporation Law of the State of Florida, as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its members, if any, for monetary damages in connection with the exercise of their duties as directors of the Corporation, and the Corporation's Bylaws may provide for indemnification of directors. Any repeal or modification of this Article shall not adversely affect any right or protection of any Director of the Corporation existing at the time of such repeal or amendment.

The undersigned, by and through its duly elected officer, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation and does certify that the facts herein stated are true.

A.G.C. Co.

By: L. J. O'Shea
Name: ROSEMARY O'SHEA
As its: Vice President

Dated: 7-31-00

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That WORLD OLYMPIANS ASSOCIATION FOUNDATION, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §617.0501, Florida Statutes.

A.G.C. Co.

By. Rosemary O'Shea
Name: Rosemary O'Shea
As its: Vice President

DATED: July 31, 2000

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