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From:
Account Name : BAKER & HOSTETTLER LLP
Account Number : I19990000077
Phone : (407) 649-4043
Fax Number : (407) 841-0168

FLORIDA NON-PROFIT CORPORATION

World Olympians Association, Inc.

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

ARTICLES OF INCORPORATION

OF

WORLD OLYMPIANS ASSOCIATION, 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, 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 exclusively for charitable, educational, or scientific purposes, including as limited by such purposes, that 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.

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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. The Corporation is organized and shall be operated exclusively as a social welfare organization within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under section 501(a) of the Code, as an organization described in section 501(c)(4) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's members, directors, officers or private individuals, but 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 herein.

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.

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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 to further the purposes of the Corporation.

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: *[Signature]*
Name: Rosemary G. Shen
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, 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: [Signature]
Name: Rosemary O. Sierra
As its: Vice President

DATED: July 31, 2000

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