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January 7, 2001

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

FILED
01 JAN 10 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE Articles of Incorporation
West Florida Youth Football Conference, Inc.
Florida Nonprofit Corporation

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

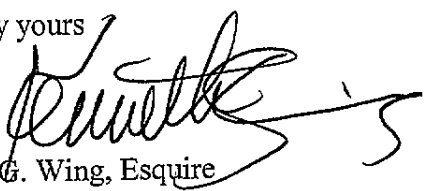
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for West Florida Youth Football Conference, Inc., along with our check in the amount of \$78.75, representing the filing fee (\$35.00), plus the designation of registered agent fee (\$35.00), plus certified copy fee (\$8.75).

Kindly file the articles and return the certified copy to my office.

If you have any questions, please do not hesitate to contact my office.

Very truly yours


Kenneth G. Wing, Esquire

Enclosures.

1-12-01
MC

ARTICLES OF INCORPORATION
OF
WEST FLORIDA YOUTH FOOTBALL CONFERENCE, INC.
FLORIDA NONPROFIT CORPORATION

ARTICLE I - CORPORATE NAME

The name of the corporation is **West Florida Youth Football Conference, Inc.**

ARTICLE II - PRINCIPLE PLACE OF BUSINESS

The principle place of business shall be 3850 Upper Creek Drive, Sun City Center, Florida 33573, and the principal mailing address shall be P.O. Box 16098, Temple Terrace, Florida 33687-6098.

ARTICLE III - CORPORATE PURPOSE

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

- a. For the advancement and operation of youth football and cheerleading programs, and other related or corresponding purposes.
- b. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundation.

ARTICLE IV - MANAGEMENT OF CORPORATE AFFAIRS

- a. **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Boards of Directors consisting of not less than three (3) persons. The number of Directors of the corporation shall initially be five (5), which corresponds to one member of the Board of Directors from each participating football league, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein shall hold office until the first meeting of members at which time each participating league shall notify the corporation of the name and address of their

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representing director.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Tim Sibson	4502 Cabbage Palm Drive Valrico, Florida 33511
Steve Chambers	4890 West Kennedy Blvd #440 Tampa, Florida 33609
Kenny Davis	1210 Tulipwood Drive Seffner, Florida 33609
Richard Kuhlmeier	4206 Thackery Way Plant City, Florida 33567
Kenneth G. Wing	P.O. Box 16098 Temple Terrace, Florida 33687-6098

ARTICLE V - EARNINGS AND ACTIVITIES OF THE CORPORATION

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

b. 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 any candidate for public office.

c. 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 503(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

d. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 503(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE VIII - SUBSCRIBER

The name and residence address of the Subscriber of this corporation is as follows:

NAME

ADDRESS

Kenneth G. Wing

P.O. Box 16098

Temple Terrace, Florida 33687-6098

ARTICLE IX - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE X - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to athletic, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

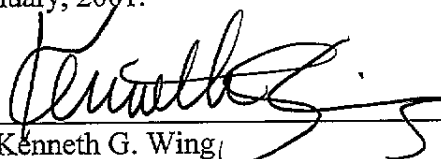
ARTICLE XI - REGISTERED AGENT AND OFFICE

The address of the corporations registered office shall be 3850 Upper Creek Drive, Sun City Center, Florida 33573, and the name of its registered agent at said address shall be Richard Kuhlmeier.

ARTICLE XII - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 7th day of January, 2001.


Kenneth G. Wing
Subscriber / Incorporator

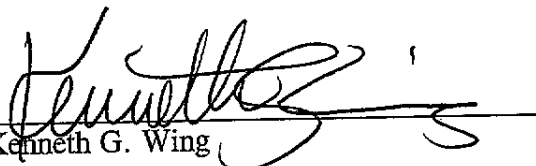
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/RESIDENT OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

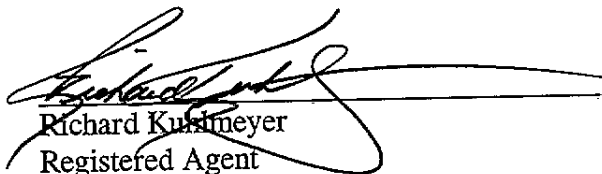
1. The name of the corporation is **WEST FLORIDA YOUTH FOOTBALL CONFERENCE, INC.**
2. The name and address of the registered agent and office is **RICHARD KUHLMAYER, 3850 UPPER CREEK DRIVE, SUN CITY CENTER, FLORIDA 33573.**

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TALLAHASSEE, FLORIDA


Kenneth G. Wing
President

Dated January 7, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


Richard Kuhlmeier
Registered Agent

Dated: January 7, 2001