

NO10000000826



ACCOUNT NO. : 072100000032

REFERENCE : 989904 81599A

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
2001 FEB -5 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Patricia Pyatt

ORDER DATE : February 5, 2001

ORDER TIME : 9:52 AM

ORDER NO. : 989904-005

000003633230--2

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq
Ossinsky & Cathcart, P.a.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: TEAM FLORIDA ELITE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
01 FEB -5 AM 11:26
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JP 2/5/01

EFFECTIVE DATE

02/01/01

ARTICLES OF INCORPORATION
OF
TEAM FLORIDA *ELITE*, INC.

FILED

2001 FEB -5 PM 2:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of this Corporation pursuant to Chapter 689, Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME OF CORPORATION

The name of this Corporation shall be TEAM FLORIDA *ELITE*, Inc.

ARTICLE II – ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS
OF CORPORATION

The address of the principal office of the Corporation is 3714 Shadowood Lane, Fruitland Park, Florida 34741, and the mailing address of the Corporation is 3714 Shadowood Lane, Fruitland Park, Florida 34741.

ARTICLE III – PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for charitable, educational, scientific and literary opportunities and purposes, 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 corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to: provide charitable, education, scientific and/or literary opportunities to the youth of Central Florida, and the surrounding communities; to support speed skating in the Central Florida area; to encourage the growth of the sport of speed skating in Florida; to purchase uniforms and equipment for a local speed skating team which will bear the corporation's name,

Team Florida *Elite*, Inc.; and to sponsor speed skating events and to provide scholarships for local speed skaters to attend regional, national and international events in the sport.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, 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 (c)(3)

of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the Corporation is, or shall ever be, classified as a “private foundation”, as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

- (i) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code.
- (ii) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV – ELECTION OF DIRECTORS

- A. The Board of Directors of the Corporation shall be elected as provided in the Bylaws.

The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

- B. The initial number of directors of this Corporation shall be three (3). The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year

of existence of this Corporation or until their successors are elected or appointed and have qualified,
are:

<u>Name</u>	<u>Address</u>
James E. Gahan	3714 Shadowood Lane Fruitland Park, Florida 34741
Deborah Starr Bowe	10291 SE 170 Place Summerfield, Florida 34491
Renee Hildebrand	5318 South East 108th Bellview, Florida 34420

ARTICLE V – MEMBERS

The initial members of the Corporation shall be the initial directors named in these Articles of Incorporation, and additional persons may be appointed as directors and members by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

ARTICLE VI – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 210 N. Wymore Rd., Winter Park, Florida 32789 and the name of the initial registered agent of this Corporation at that address is Marc P. Ossinsky, Esquire. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII – INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
James E. Gahan	3714 Shadowood Lane Fruitland Park, Florida 34741

ARTICLE VIII – TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the date of execution of these Articles of Incorporation with the Secretary of State.

ARTICLE IX – DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE X – INDEMNIFICATION

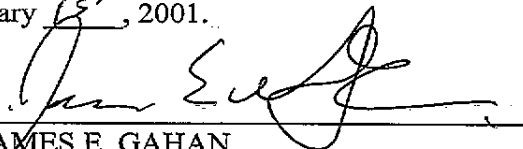
This Corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XI – AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the Bylaws. Members may only amend the Articles of Incorporation upon adoption of a resolution by the Board of Directors setting forth the proposed amendment.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed to these

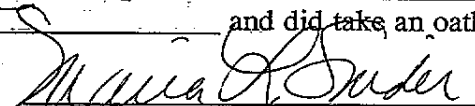
Articles of Incorporation at Orlando, Florida on February 15th, 2001.


JAMES E. GAHAN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of February, 2001
by JAMES E. GAHAN of TEAM FLORIDA *ELITE*, INC., a not-for-profit corporation, on behalf
of the corporation, who is personally known to me, or has produced _____

_____ and did take an oath.

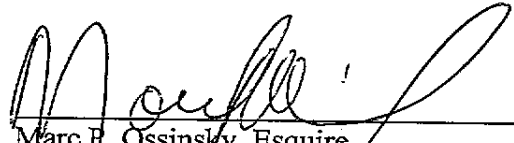

Notary Public

Print Name, MAKIA C. SNIDER

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.



Marc E. Ossinsky, Esquire
Date: 2/1/01 _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA