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February 9, 2001

Secretary of State
Capitol Building
Tallahassee, Florida 32304

update
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-02/09/01-01068-006
*****55.00 *****55.00

Re: St. Johns Panthers Lacrosse Club, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$55.00 to cover your charges as follows:

Filing Fee	\$30.00
Fee for Certified Copy of Articles of Incorporation	5.00
Fee for Filing Certificate of Registered Agent	<u>20.00</u>
Total	\$55.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

23-75

Please file the original Articles and Certificate of Registered Agent, certify the copies and return the certified copies to me. Should you need anything further in connection with this matter, please advise.

Sincerely yours,

Dennis E. Hayes
Dennis E. Hayes

DEH/jmd
Enclosures

Jammie
W-3308

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ST. JOHNS PANTHERS LACROSSE CLUB, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

BY THESE ARTICLES OF INCORPORATION, the undersigned incorporator comes forward for the purpose of forming a corporation not for profit under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is St. Johns Panthers Lacrosse Club, Inc.

ARTICLE II

PURPOSES

The corporation is not formed for pecuniary profit or financial gain. The corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the corporation is organized are and shall be to promote the development of youth and high school lacrosse for boys and girls in North Florida without profit and for the sole and exclusive benefit of its members, all in a manner consistent with the requirements of Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

The corporation is organized exclusively for charitable, educational and scientific purposes.

The corporation may receive and administer funds for educational and charitable purposes, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986. This corporation shall have all of the powers conferred upon a corporation by the laws of the State of Florida, except as herein prohibited or as forbidden by the Bylaws of the corporation, including, but not limited to, the power to acquire, take, receive, purchase, own, hold, use, manage, lease, mortgage, pledge, encumber, sell, convey or otherwise dispose of any property, real, personal and mixed, tangible and intangible; to issue bonds, notes, evidences of indebtedness, receipts and obligations; to receive donations and contributions; to make donations to organizations created for similar or like purposes; and to have and exercise all other corporate rights and powers and to do all lawful acts necessary or desirable to carry out its purposes, consistent with the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code (as it now exists or from time to time may be amended) and not inconsistent with these Articles of Incorporation or the Bylaws.

In addition, the corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. Further, the corporation's activities are limited by any and all other restrictions which are required to obtain and maintain tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

In addition, this corporation is organized for the purposes of devoting and applying the property of the corporation and the income derived therefrom exclusively for the foregoing purposes

and the promotion thereof in general, as distinguished from the performance of services for individual persons. This corporation is not organized for profit and no part of its net earnings, if any, shall inure to the benefit of any private shareholder, individual or member.

Though 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, 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 of the corporation set forth herein.

This corporation shall neither have nor issue capital stock, and nor shall it pay any dividends.

ARTICLE III

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on February 9, 2001.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 4161 Carmichael Avenue, Suite 161, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Scott A. Cleary, Sr. The Board of Trustees may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

MEMBERS

The members of this corporation shall be nominated by the Board of Directors and shall be elected to membership by the affirmative vote of at least a majority of the members of the Corporation. Membership in this corporation shall be terminated by a vote of at least a majority of the members of the Corporation. The initial members of this corporation are listed on Exhibit "A" which is attached to, and made a part of, these Articles of Incorporation.

ARTICLE VI

OFFICERS

The affairs of this corporation shall be managed by officers consisting of a President, a Secretary and a Treasurer. The Board of Directors shall have the power to create the offices of one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Each of the officers shall be elected by the members of the Corporation annually and in the manner provided in the Bylaws; and each officer shall hold his respective office for one (1) year or until his successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors. Any person may hold two (2) or more offices, except that the President shall not serve as either Secretary or Assistant Secretary of this corporation. The names and addresses of the initial officers who shall serve until the election and qualification of their respective successors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESSES</u>
Scott A. Cleary, Sr.	President	4161 Carmichael Avenue Suite 161 Jacksonville, FL 32207
Sara Calliham	Secretary	3134 Hunter's Hill Court W. Jacksonville, FL 32246
Paul Landaiche	Treasurer	12846 Jebb Island Circle Jacksonville, FL 32224

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have six (6) directors initially. The number of directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below three (3) or increased above ten (10). Successor directors of this corporation shall be elected by the members of the Corporation at their regular annual meeting in the manner and for the term provided in the Bylaws. Vacancies on the Board of Directors may be filled by the remaining directors until the next annual meeting of the members. The names and addresses of the initial directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott A. Cleary, Sr.	4161 Carmichael Avenue Suite 161 Jacksonville, FL 32207
Sara Calliham	3134 Hunter's Hill Court W. Jacksonville, FL 32246

Paul Landaiche	12846 Jebb Island Circle Jacksonville, FL 32224
Ray Carnicelli	419 Pheasant Run Ponte Vedra, FL 32082
Dan Toole	108 Duckbill Court Ponte Vedra Beach, FL 32082
Meagan Eastman	11800 UNF Drive Jacksonville, FL 32224

ARTICLE VIII

INCORPORATOR

The name and place of residence of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott A. Cleary, Sr.	4161 Carmichael Avenue Suite 161 Jacksonville, FL 32207

ARTICLE IX

BYLAWS

The Bylaws of this corporation shall be made, adopted, altered or rescinded by the Board of Directors at a regular meeting or at any special meeting called for the purpose of making, adopting, altering or rescinding Bylaws. In order to become and take effect as the Bylaws of this corporation, such Bylaws must be approved and adopted by the affirmative vote of at least a majority of the members of the Board of Directors present and voting at such meeting.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by a member, and shall be approved and adopted by the Board of Directors. In order to become and take effect as amendments to these Articles of Incorporation, such amendments must be approved and adopted by the affirmative vote of a majority of the members of the Board of Directors present and voting at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the Bylaws or in any manner consistent with the laws of the State of Florida.

ARTICLE XI

ACT OF MEMBERS

No act of the members shall be valid unless taken at a meeting of members held after the giving of proper notice as prescribed in the Bylaws.

All officers and Directors shall be indemnified by the corporation for and against all expenses and liabilities, including counsel fees and counsel fees in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct, with respect to any criminal proceedings or for any knowing violation of provisions of law. The corporation may purchase and maintain insurance on behalf of all officers and Directors for any expenses and liabilities against or incurred by them in their capacity as officers or Directors or arising out of their status as such.

ARTICLE XII

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the obligations and liabilities of the corporation, dispose of all the assets of the corporation by distributing the same exclusively as provided for under the provisions of Chapter 617 of the Florida Statutes and as provided for under Section 501 of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision hereof, no power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the corporation as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

Further, in the event that this corporation is dissolved and ceases to exist for its stated purposes, the net assets of the corporation (after payment of its obligations and liabilities) shall be distributed and paid over absolutely to such entity or entities as the Board of Directors may designate, provided that such entity or entities perform substantially the same function as this corporation and meet the requirements of Section 501(c)(3) of the Internal Revenue Code, as it now exists or from time to time may be amended.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal as of the 9th day of February, 2001.

 (SEAL)
SCOTT A. CLEARY, SR.
INCORPORATOR

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME personally appeared Scott A. Cleary, Sr., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of St. Johns Panthers Lacrosse Club, Inc., a Florida corporation not for profit, and he acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 7th day of February, 2001.

Margaret C. Gibson
Notary Public, State of Florida
at Large.

My Commission Expires:



Margaret C. Gibson
MY COMMISSION # CC972799 EXPIRES
January 28, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

[Notarial Seal]

EXHIBIT "A"

LIST OF MEMBERS

Scott A. Cleary, Sr.	4161 Carmichael Avenue, Suite 161 Jacksonville, FL 32207
Sara Calliham	3134 Hunter's Hill Court W. Jacksonville, FL 32246
Paul Landaiche	12846 Jebb Island Circle Jacksonville, FL 32224
Ray Carnicelli	419 Pheasant Run Ponte Vedra, FL 32082
Dan Toole	108 Duckbill Court Ponte Vedra Beach, FL 32082
Meagan Eastman	11800 UNF Drive Jacksonville, FL 32224

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
FOR A FLORIDA CORPORATION NOT FOR PROFIT

FILED
2001 FEB -9 AM 9:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Sections 48.091 and 617.023, Florida Statutes, St. Johns Panthers Lacrosse Club, Inc., a corporation not for profit to organized under the laws of the State of Florida with its registered office, as indicated in its articles of incorporation, being located at 4161 Carmichael Avenue, Suite 161, Jacksonville, Florida, 32207, has designated Scott A. Cleary, Sr., as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 4161 Carmichael Avenue, Suite 161, Jacksonville, Florida, 32207.

Pursuant to Sections 48.091 and 617.023, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon St. Johns Panthers Lacrosse Club, Inc., a corporation not for profit organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 4161 Carmichael Avenue, Suite 161, Jacksonville, Florida, 32207.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, as of this 9th day of February, 2001.


Scott A. Cleary, Sr., as Registered Agent