

ND100005106
AKERMAN SENTERFITT
ATTORNEYS AT LAW

LAS OLAS CENTRE II
350 EAST LAS OLAS BOULEVARD, SUITE 1600
FORT LAUDERDALE, FLORIDA 33301-4200
PHONE (954) 463-2700 • FAX (954) 463-2224
<http://www.akerman.com>

FILED
01 JUL 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 10, 2001

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

300004478613--2
-07/17/01--01007--005
*****78.75 *****78.75

Re: GP Mile Run Committee, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for **GP Mile Run Committee, Inc.** Also enclosed please find check no. 026858 payable to the Florida Department of State in the amount of \$78.75 representing the fees for filing, registered agent designation and a certified copy of the Articles.

Please file the Articles and return a certified copy to this office. Should you have any questions, please contact the undersigned.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

David S. Romanik
David S. Romanik

DSR/lw
Encs.

W01/6572
PS 7/19/02

FILED

**ARTICLES OF INCORPORATION
OF
GP MILE RUN COMMITTEE, INC.**

01 JUL 17 PM 12:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to organize a corporation not-for-profit under the laws of the State of Florida, hereby associate ourselves to make, subscribe, acknowledge and file with the Department of State of the State of Florida the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be: **GP MILE RUN COMMITTEE, INC.**, a private, not-for-profit corporation (hereinafter the "Corporation").

ARTICLE II - PURPOSE

A. This Corporation is organized and shall operate exclusively for cultural, charitable, scientific, religious, and educational purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including coordinating and providing administrative support necessary for promoting amateur athletics in South Florida and in particular high school track programs for the establishment and conduct of a high school one mile championship race for high school students attending school in selected counties in South Florida; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To invest or reinvest its funds in bank accounts, certificates of deposits and other similar, FDIC insured investments as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(3) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this Corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purposes of exempt organizations described in Section 501(c)(3) of the

Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE III - MEMBERSHIP

A. Membership in this Corporation shall be open to any person, family, corporation, or other entity upon receipt of a written application and payment of annual fee (if not waived) to be established by the Board of Directors. Admission to membership shall be by a majority vote of the Board of Directors. The authorized number of members, the different classes of membership, dues if any, and other

obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

B. All voting rights shall be vested exclusively in the members of the Board of Directors and no member other than a member of the Board of Directors shall be entitled to vote except that any member may indicate to the Board of Directors his, her or its suggestions for handling the affairs of the Corporation.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist until the conclusion of all of its business as may be determined by its Board of Directors.

ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS

A. Management. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of not more than twenty-five (25) members, and such non-voting honorary members as determined by the Board of Directors. The Board of Directors and any vacancy thereon shall be filled by the Board of Directors.

B. Officers. The officers of this Corporation shall be the Chairman, the Vice-Chairman, the Secretary, the Treasurer, and such other officers as the Board may determine to be necessary. The Board of Directors may elect and employ a chief executive officer and any other officers and personnel as it deems necessary. The chief executive officer shall be known as the President of the Corporation.

ARTICLE VI - BOARD OF DIRECTORS

The names and business addresses of the persons constituting the Board of Directors and who shall act in that capacity until the selection of their successors are:

	<u>Name</u>	<u>Address</u>
1.	Douglas Donn	901 South Federal Highway Hallandale Beach, Florida 33009
2.	Scott Savin	901 South Federal Highway Hallandale Beach, Florida 33009
3.	David S. Romanik	3921 Laurel Oak Lane Fort Lauderdale, FL 33312

ARTICLE VII - NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators are as follows:

	<u>Name</u>	<u>Address</u>
1.	Douglas Donn	901 South Federal Highway Hallandale Beach, Florida 33009
2.	Scott Savin	901 South Federal Highway Hallandale Beach, Florida 33009

ARTICLE VIII - NAME AND OFFICE OF REGISTERED AGENT

The name of the registered agent is Scott Savin and the address of the registered agent is 901 South Federal Highway, Hallandale Beach, Florida 33009.

ARTICLE IX - INCOME FROM PUBLIC EVENTS

If this Corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members will be used by an organization which is exempt or for purposes which are exempt from Federal Income Tax under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, on an annual basis.

ARTICLE X - BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the

manner provided therein. Any amendments to the Bylaws shall be binding on all members of this Corporation.

ARTICLE XI - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member of the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by vote of at least two-thirds of the total number of members of this Corporation.


ARTICLE XII - DISSOLUTION

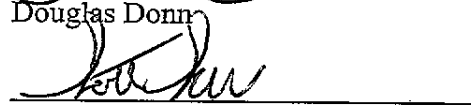
A. This Corporation shall be dissolved and its affairs concluded by two-thirds vote of this Corporation's members eligible to vote or upon the conclusion of this Corporation's existence under Article IV of these Articles of Incorporation.

B. All property and assets of this Corporation are and shall be irrevocably dedicated to purposes meeting the requirements for exemptions provided by Section 501(c)(3) and Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. No part of said property or assets shall inure to the benefit of any member, Director or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for use in furtherance of the purposes of the Corporation as set forth in Article III of these Articles of Incorporation, then to an organization being operated for charitable purposes and qualified as an exempt organization under Section 501(c)(3) or Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended. Any such assets not so disposed 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.

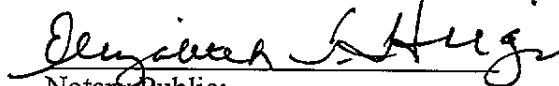
IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation, this 2nd day of July, 2001.

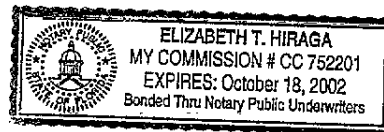

Douglas Donn


Scott Savin

STATE OF FLORIDA
COUNTY OF BROWARD

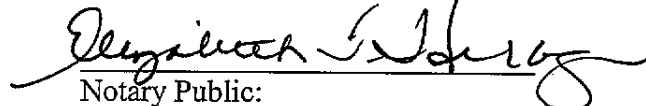
I HEREBY CERTIFY that on this 2nd day of July, 2001, before me, an officer duly authorized to take acknowledgments, personally appeared DOUGLAS DONN, who is personally known to me or who produced a driver's license as identification.

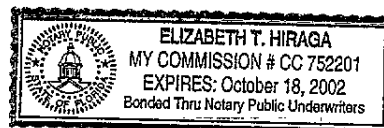

Notary Public:
Commission No.:
My Commission Expires:



STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 2nd day of July, 2001, before me, an officer duly authorized to take acknowledgments, personally appeared SCOTT SAVIN, who is personally known to me or who produced a driver's license as identification.


Notary Public:
Commission No.:
My Commission Expires:



CERTIFICATE DESIGNATING OFFICE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


FILED
01 JUL 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

GP MILE RUN COMMITTEE, INC., desiring to organize under the laws of the State of Florida, with its principal office at 901 South Federal Highway, Hallandale Beach, Florida 33009, has named Scott Savin, 901 South Federal Highway, Hallandale Beach, Florida 33009, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, such capacity is hereby accepted.



Scott Savin