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 TALLAHASSEE, FLORIDA

September 14, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Tennis Foundation of St. Petersburg, Inc.

NO1000006544

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include
 Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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J. BRYAN SEP 14 2001

**ARTICLES OF INCORPORATION OF
TENNIS FOUNDATION OF ST. PETERSBURG, INC.**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

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ARTICLE I. NAME

The name of the corporation shall be TENNIS FOUNDATION OF ST. PETERSBURG, INC.

The principal address of the corporation at the time of incorporation is 650 - 18th Avenue South, City of St. Petersburg, County of Pinellas, Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence at the time and on the date these Articles of Incorporation are signed and acknowledged by the incorporators.

ARTICLE III. PURPOSE

The purposes for which the corporation is organized are:

- To provide assistance to the City of St. Petersburg and its citizens to preserve the historic St. Petersburg Tennis Center.
- To enhance the Tennis Center's role as a place of tennis learning, engagement and accomplishment thereby promoting the "games of a lifetime".
- To ensure that the Tennis Center remains a safe haven for the children of St. Petersburg as a respectful and enlightening common ground for diverse cultures and generations.
- To endeavor to celebrate this historically significant site while maintaining an economically viable institution.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The qualifications for members and the manner of their admission by the corporation shall be as regulated by the corporation's bylaws and shall be open to all residents of the City of St. Petersburg and such other persons, corporations, also non-profit corporations as may be provided by the corporation's bylaws under such terms and conditions as may be proscribed in the bylaws.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 669 First Avenue North, City of St. Petersburg, County of Pinellas, Florida 33701, and the name of the corporation's initial registered agent at such address is Joseph H. Lang.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following four (4) persons shall serve the corporation as Directors until the first annual meeting or other meeting called to elect Directors in the minimum number of seven (7) and maximum number of eleven (11) as proscribed by the bylaws of the corporation.

NAME	ADDRESS
Jay Sokolovsky	950 Bay Street N.E. St. Petersburg, Florida 33701
Johnna Patterson	10015 S. Yacht Club Drive Treasure Island, Florida 33706
Ann Sackett	2500 Driftwood Road S.E. St. Petersburg, Florida 33705
Doug Engel	1253 - 55 th Avenue N.. St. Petersburg, Florida 33703

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator are as follows:

NAME	ADDRESS
Jay Sokolovsky	950 Bay Street N.E. St. Petersburg, Florida 33701
Johnna Patterson	10015 S. Yacht Club Drive Treasure Island, Florida 33706
Ann Sackett	2500 Driftwood Road S.E. St. Petersburg, Florida 33705
Doug Engel	1253 - 55 th Avenue N. St. Petersburg, Florida 33703

ARTICLE IX. 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 board of no less than five (5) directors, nor more than eleven (11) directors as provided by the bylaws. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of director.

(B) **Election of Directors.** The method of electing directors shall be as set forth in the bylaws.

(C) **Elective Officers.** The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(D) **Standing Committees.** This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of 5 persons and an admission committee of 3 persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE X. 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 nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the members in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

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 the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

ARTICLE XIV. MISCELLANEOUS

Any additional provisions for the operation of the corporation are as follows:

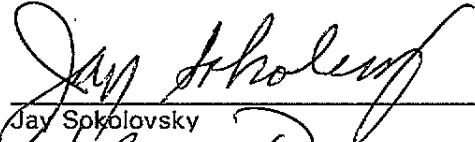
Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose.

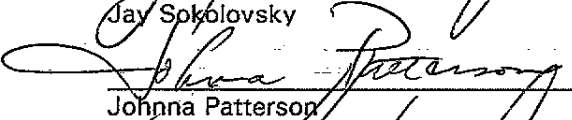
No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

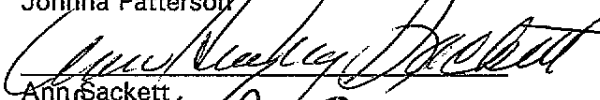
Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.


In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on September 13, 2001.


Jay Sokolovsky


Johnna Patterson

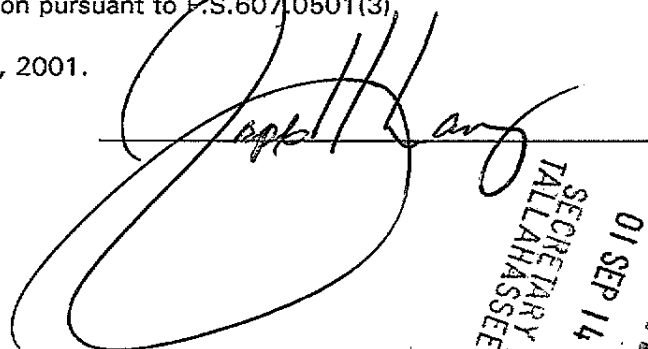

Ann Sackett


Doug Engel

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TENNIS FOUNDATION OF ST. PETERSBURG, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).

Dated this 13th day of September, 2001.



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