N02000000454

TRANSMITTAL LETTER

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

or

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
01 MAY 25 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: **Flying Fish Parents Association, Inc., a not-for-profit Florida Corporation**

Enclosed is an original and one copy of the **Articles of Incorporation** for the **Flying Fish Parents Association, Inc., a not-for-profit Florida Corporation,** together with a check for:

$35.00

300004323293--0
-05/25/01--01050--004
*****35.00 *****35.00

From: Edward Berlin
Name (printed or typed)
4121 Old Mill Cove Trail West
Address
Jacksonville, Florida 32277
City, State & Zip

(904) 743-8375
Daytime Telephone Number

300004323293--0
-05/25/01--01050--005
*****35.00 *****35.00

Please return a copy of the filed Articles of Incorporation to the address referenced above.

EFFECTIVE DATE
05-23-01

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gf 6/4

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2002

EDWARD BERLIN
4121 OLD MILL COVE TRAIL WEST
JACKSONVILLE, FL 32277

SUBJECT: FLYING FISH PARENTS ASSOCIATION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P01000054501) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON-PROFIT corporation and assigned new document number N02000000454 with the original file date of May 25, 2001, effective May 23, 2001.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter number: 302A00004020

FILED
01 MAY 25 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLYING FISH PARENTS ASSOCIATION, INC.

ARTICLE I

Name and Duration

The name of the Corporation is FLYING FISH PARENTS ASSOCIATION, INC. The duration of the Corporation is perpetual. This corporation shall begin its corporate existence as of the 23 day of May, 2001.

ARTICLE II

Principal Office

The principal place of business and mailing address of the corporation in the State of Florida is 4121 Old Mill Cove Trail West, Jacksonville, Florida 32277.

EFFECTIVE DATE
05-23-01

ARTICLE III

Corporate Purposes, Powers and Rights

The corporation ("Corporation") is a corporation which does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to foster, develop and sponsor amateur swimming in the City of Jacksonville, Florida and nationally.

ARTICLE IV

Board of Directors

1. The number of members of the Board of Directors shall never be less than three and no more than five providing for an odd number of Directors at all times. Each Director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill the vacancy until the next annual meeting of shareholders.

3. The Board of Directors are the elected Officers of the Corporation who are elected by majority vote at the annual meeting of shareholders held on the 3rd Thursday of August, in each year, beginning with the year 2001, at the hour of 7:00 o'clock P. M., or at such other time on such other day within such month as shall be fixed by the Board of Directors.

ARTICLE V

Initial Board of Directors

The names and mailing addresses of the persons whom shall serve as the initial Directors of the Corporation until the first annual meeting of the shareholders is as follows:

Name	Address
Edward Berlin	4121 Old Mill Cove Trail West Jacksonville, Florida 32277
David B. Harrison	4161 Heath Road Jacksonville, Florida 32277
Patsy E. Davis	7247 Stonehurst Road North Jacksonville, Florida 32277

ARTICLE VI

Power of Directors

Directors shall have the power to:

1. Adopt, amend, alter, or rescind the bylaws of this Corporation.

2. Call special meetings of the Members whenever it deems it necessary, and it shall call a meeting at any time upon written request of one-third of the Members who have the right to vote.

3. To appoint and remove at pleasure any or all officers, directors, agents, and employees of this Corporation by majority vote of the Board of Directors and to prescribe their duties, fix their compensation, and require from them security or a fidelity bond for faithful performance of the duties to be prescribed for them.

4. To conduct, manage and control the affairs and business of this Corporation, and to make rules and regulations not inconsistent with the laws of the State of Florida or the bylaws of this Corporation for the guidance of the officers and management of the affairs of the Corporation.

5. To establish, levy and assess, and collect the charges and assessments, which will be required by the bylaws.

6. To exercise for the Corporation all powers, duties and authorities vested in or delegated to this Corporation or which it may lawfully exercise under Florida law.

ARTICLE VII

Officers

1. The officers ("Officers") are elected by majority vote at the annual meeting of the shareholders held on the 3rd Thursday of August, in each year, beginning with the year 2001, at the hour of 7:00 o'clock P. M., or at such other time on such other day within such month as shall be fixed by the Board of Directors. All elected Officers of the Corporation automatically become Directors of the Corporation and shall serve on the Board of Directors for a term of one year until the next annual meeting.

2. The number of Officers and their duties are set forth in the bylaws of the Corporation, but shall never be less than three individuals at any given time.

ARTICLE VIII

Shareholders

1. The shareholders ("Members") of this Corporation shall be any member of the general public who has a child or children who participates on the swim team and pays their annual registration fees, as more particularly described in the bylaws of this Corporation, subject to the final approval by the Board of Directors. Membership ends at the end of the calendar year on December 31. The voting power of each Member of this Corporation shall be limited to one vote for each family. A Member who is entitled to vote may vote in person or, may vote by proxy executed in writing by the Member or by his or her duly authorized attorney in fact. Membership in the Corporation is terminated by non-payment of the Corporation's annual registration fees, a termination of membership shall be recorded in the membership book, and all rights and privileges of a Member cease on termination of membership. Membership and all its rights and privileges can be reinstated at any time by payment of the annual registration fees.

2. An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

ARTICLE IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X

Registered Office and Agent

The address of the registered office in the State of Florida is 4121 Old Mill Cove Trail West, Jacksonville, Florida 32277. The name of the registered agent at such address is Edward Berlin.

ARTICLE XI

Bylaws

The initial bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation.

ARTICLE XII

Indemnification

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

ARTICLE XIII

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Edward Berlin	4121 Old Mill Cove Trail West Jacksonville, Florida 32277

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 23 day of May, 2001.

FILED
01 MAY 25 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward Berlin

REGISTERED AGENT CERTIFICATE

That Flying Fish Parents Association, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Edward Berlin, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Edward Berlin, Registered Agent — Date: 5/23/01

Edward Berlin, Incorporator — Date: 5/23/01