

N02000001621

MCDONALD, FLEMING, MOORHEAD, FERGUSON, GREEN & SMITH, LLP

ATTORNEYS AT LAW

4300 BAYOU BOULEVARD, SUITE 13
PENSACOLA, FLORIDA 32503-2671

BRUCE A. MCDONALD*
EDWARD P. FLEMING
STEPHEN R. MOORHEAD**
MICHAEL L. FERGUSON*†
WILLIAM J. GREEN
J. D. SMITH*
SUZANNE BLANKENSHIP+
PAUL A. WILSON+

TELEPHONE (850) 477-0660
FACSIMILE (850) 477-4510

+Also Admitted in Alabama
**Board Certified Real Estate
*Board Certified Business Litigation
☆Brigadier General, U.S. Arm Ret.
†Also Admitted in District of Columbia

REPLY TO: EDWARD P. FLEMING
efleming@pensacolalaw.com

February 19, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300005032503--1
-03/01/02--01054--006
*****78.75 *****78.75

RE: ATHLETES IN ACTION OF WEST FLORIDA, INC.

Dear Sir:

Enclosed are Articles of Incorporation of ATHLETES IN ACTION OF WEST FLORIDA, INC., and Acceptance of Appointment of Registered Agent. Also enclosed is a check for \$78.75 to cover the filing fee for a not-for-profit corporation, and registered agent designation.

If you should have any problems or concerns, please do not hesitate to contact me.

Sincerely,



Edward P. Fleming

EPF/psh

Enclosures

Pam **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT *Directors (art IV)*
DATE *3-8-02*
DOC. EXAM *Dale White*

FILED
02 MAR -1 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE MAR - 2 2002
4

ARTICLES OF INCORPORATION
OF
ATHLETES IN ACTION OF WEST FLORIDA, INC.

A Not-for-Profit Corporation

FILED
02 MAR -1 AM 10: 27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

First: The name of the Corporation shall be **ATHLETES IN ACTION OF WEST FLORIDA, INC.**

Second: The place in this state where the principal office of the Corporation is to be located is 2064 Winners Circle, City of Cantonment, Escambia County. The Corporation's mailing address is 2064 Winners Circle, Cantonment, Florida 32533.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

Fourth: The directors will be appointed by the members at the annual meeting.

Fifth: The names and addresses of the persons who are the initial Board of Directors of the corporation are as follows:

Jeff D. Godfrey
2064 Winners Circle
Cantonment, FL 32533

Chris Sawyer
8635 Jernigan Road
Pensacola, FL 32514

Tim Payne
2088 Winners Circle
Cantonment, FL 32533

Chip Henderson
3027 Godwin Lane
Pensacola, FL 32526

Sixth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the 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, 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 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Seventh: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Eighth: The street address of this corporation's initial registered office is 2064 Winners Circle, Cantonment, Florida 32533, and the name of this corporation's initial registered agent is Jeff D. Godfrey.

Ninth The name and address of the incorporator is Jeff D. Godfrey

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of February, 2002.



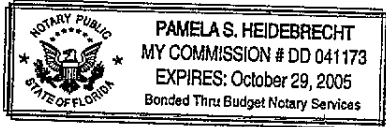
JEFF D. GODFREY
Incorporator

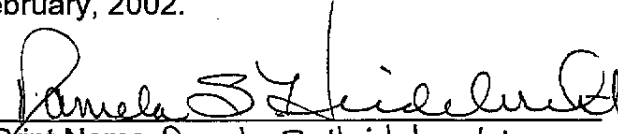
STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County personally appeared Jeff D. Godfrey, personally known to me to be the person described in, and

who took an oath and freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 19th day of February, 2002.

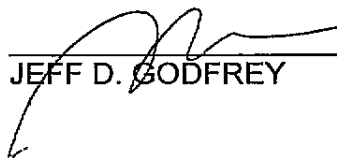



Print Name Pamela S. Heidebrecht
Notary Public, State of Florida
My Commission Expires: 10/29/2005

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Jeff D. Godfrey, accept the appointment as Registered Agent for ATHLETES IN ACTION OF WEST FLORIDA, INC., a Not-for-Profit Corporation, as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 19th day of February, 2002.


JEFF D. GODFREY

FILED
02 MAR -1 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA