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**FLORIDA NON-PROFIT CORPORATION**

**National Football League Retired Players Association**

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**ARTICLES OF INCORPORATION  
OF  
NATIONAL FOOTBALL LEAGUE RETIRED PLAYERS ASSOCIATION,  
JACKSONVILLE CHAPTER, INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be NATIONAL FOOTBALL LEAGUE RETIRED PLAYERS ASSOCIATION, JACKSONVILLE CHAPTER, INC. (herein referred to as the "Jacksonville Chapter").

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this Corporation shall be 76 Laura Street, Suite 2102, Jacksonville, Florida 32202.

**ARTICLE III - PURPOSES**

The specific purposes for which the Jacksonville Chapter is organized are:

- (a) To exist and operate as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;
- (b) To represent the best interests of retired National Football League players ("Retired Players") in the Jacksonville, Florida area to the National Football League Players Association, the National Football League Retired Players Association and to the community;
- (c) To develop a local network of Retired Players;
- (d) To promote the image of the National Football League and the game of football;
- (e) To sponsor youth football programs, scholarships and other charitable endeavors;
- (f) To support the Players Assistance Trust Fund; and

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(g) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(6) of the Code.

#### **ARTICLE IV - POWERS**

This Corporation shall have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code.

#### **ARTICLE V - MEMBERS**

The initial Members shall be Johnny Rembert, David Widell, Dexter Carter and Tom McManus. The qualifications of Members and the manner of their admission shall be regulated by the Bylaws.

#### **ARTICLE VI - DIRECTORS AND THE MANNER OF THEIR ELECTION**

The Board of Directors shall consist of at least three (3) members, which number may be increased or decreased from time to time by the Members. The initial members of the Board of Directors shall be elected by the Members to serve until the first annual meeting of the Members of this Corporation. Subsequently, the method of election shall be as stated in the Bylaws of this Corporation.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent are Johnny Rembert, 76 Laura Street, Suite 2102, Jacksonville, Florida 32202.

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation are Johnny Rembert, 76 Laura Street, Suite 2102, Jacksonville, Florida 32202.

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#### ARTICLE IX - INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may be indemnified to the fullest extent permitted by Florida law.

#### ARTICLE X - DISSOLUTION

In the event of termination, dissolution or final liquidation of the Jacksonville Chapter, any assets will be distributed to the National Office of the NFLPA Retired Players Association.

#### ARTICLE XI - BYLAWS

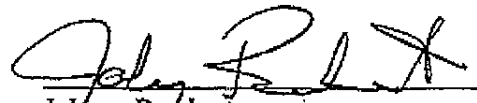
The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

#### ARTICLE XII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 7 day of ~~November~~ 2002.

*march*

  
Johnny Rembert

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, National Football League Retired Players Association, Jacksonville Chapter, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is National Football League Retired Players Association, Jacksonville Chapter, Inc.
2. The name and address of the registered agent and office are Johnny Rembert, 76 Laura Street, Suite 2102, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Johnny Rembert

Date: 3-7-, 2002

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