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STRAUGHN, STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

255 MAGNOLIA AVENUE
WINTER HAVEN, FLORIDA
33880

RICHARD E. STRAUGHN
MARK G. TURNER
DAVID C. DISMUE

JACK STRAUGHN
(1925-2000)

MAILING ADDRESS:
POST OFFICE BOX 2295
WINTER HAVEN, FLORIDA
33883-2295

TELEPHONE: (863) 293-1184
FAX: (863) 293-3051
rstraughn@aol.com
markgturn@aol.com
dizmukes@aol.com

March 15, 2002

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*****78.75 *****78.75

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

RE: FLORIDA PROSPECTS, INC./
a Non-Profit Corporation
Our File No.: 5037/001

Dear Sir:

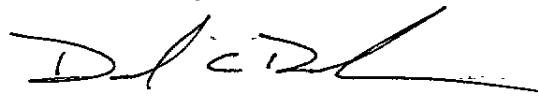
Enclosed for filing incident to the above corporate matter, please find Articles of Corporation, together with Registered Agent form. Also enclosed is my firm's check in the amount of \$78.75 which represents the filing fee and cost of a certified copy of the foregoing.

Please forward a certified copy to this office.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.



David C. Dismuke

DCD/djb
enclosures

cc: Kim Cherry

florida.inc\letter\fladept.art

FILED
02 APR -3 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 28, 2002

DAVID C. DISMUKE, ESQUIRE
255 MAGNOLIA AVE
WINTER HAVEN, FL 33880

SUBJECT: FLORIDA PROSPECTS, INC.
Ref. Number: W02000008740

We have received your document for FLORIDA PROSPECTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 702A00018575

FILED
02 APR -3 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF
FLORIDA PROSPECTS, INC.

A Florida Non-Profit Public Benefit Corporation

I. NAME

The name of the Corporation is: FLORIDA PROSPECTS, INC.

II. PRINCIPAL OFFICE

The principal place of business is 4811 Hancock Lake Road, Lakeland, Florida 33813 and the mailing address of this corporation shall be 4811 Hancock Lake Road, Lakeland, Florida 33813.

III. PURPOSES

A. This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for charitable purposes.

B. This Corporation is organized exclusively for charitable and educational purposes, and for the purpose of fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

IV. MANNER OF ELECTION

The manner in which directors are elected or appointed shall be as stated in the bylaws of this corporation.

V. INITIAL AGENT FOR SERVICE OF PROCESS

The name and Florida street address of the initial registered agent are: KIM CHERRY of 4811 Hancock Lake Road, Lakeland, Florida 33813.

VI. POWERS

A. 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 publishing or distributing statements) any political campaign on behalf of any candidate for public office.

B. All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members or to individuals.

C. On the dissolution and winding up of this corporation, after paying or adequately providing for the debts, obligation and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for the purposes of this corporation as set forth in Article II of these Articles of Incorporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

D. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any later federal tax laws.

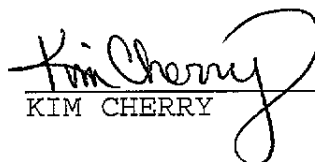
E. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or any corresponding provisions of any later federal tax laws.

F. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or any corresponding provisions of any later federal tax laws.

G. The corporation shall not make any investments in such manner as to subject it to tax under Section 494 of the Internal Revenue Code of 1954, or any corresponding provisions of any later federal tax laws.

H. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any corresponding provisions of any later federal tax laws.

IN WITNESS WHEREOF, for the purposes of forming this non-profit public benefit corporation under the laws of the State of Florida, the undersigned being the Incorporator of FLORIDA PROSPECTS, INC., has executed these Articles of Incorporation, this 20th day of March, 2002.


KIM CHERRY

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared KIM CHERRY, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced Florida Driver License as identification and who did (did not) take an oath, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 20th day of March, 2002.

Deborah J. Babcock
Notary Public
My Commission Expires: _____



Deborah J. Babcock
MY COMMISSION # CC743007 EXPIRES
June 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

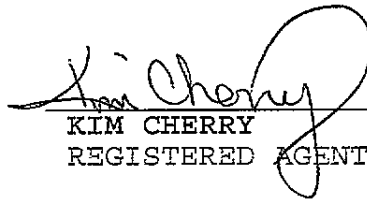
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In Pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--- FLORIDA PROSPECTS, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City Lakeland, State of FLORIDA, has named, KIM CHERRY, located at 4811 Hancock Lake Road, Lakeland, Florida 33813, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


KIM CHERRY
REGISTERED AGENT

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FILED
02 APR -3 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA