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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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June 13, 2002

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-06/19/02--01048--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CERTIFIED MAIL- RETURN RECEIPT REQUESTED

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

Attn: Corporate Records

Pasco Elite All Stars, Inc.

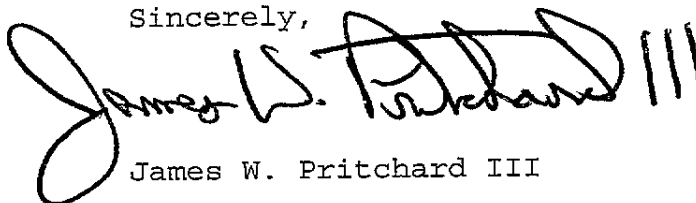
Dear Sir or Madam:

Enclosed for filing with your office are the original and one (1) copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is a check in the amount of \$78.75 representing payment of the following:

Filing fee/Registered agent fee \$ 70.00  
Certified copy fee 8.75

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,

  
James W. Pritchard III

JWP III:mlf  
Enclosures

G. BLALOCK JUN 13 2002

ARTICLES OF INCORPORATION  
OF  
PASCO ELITE ALL STARS, INC.  
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Pasco Elite All Stars, Inc.

ARTICLE II - PRINCIPAL OFFICE AND  
MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 8032 Chickasaw Lane, Port Richey, Florida 34668, and the mailing address of the Corporation is Post Office Box 1765, New Port Richey, Florida 34656.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purposes for which this Corporation is organized are:

(a) To inspire youth to practice the ideals of sportsmanship and physical fitness.

(b) To bring area youth closer together through a common interest in sportsmanship, fellowship and athletic competition.

(c) To have and exercise all the rights and powers conferred on nonprofit corporations under Florida law, as such law is now in effect or may be from time to time amended.

(d) To do all other acts necessary to expedient for the administration of the affairs and attainment of the purposes of this Corporation.

(e) To operate exclusively for charitable and/or educational

purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future United States Internal Revenue law.

(f) To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering distributions to organizations qualified as tax exempt.

Notwithstanding any of the foregoing statements and purposes, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations now existing or hereafter amended. Moreover, 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 this Article. 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.

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 federal 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 8032 Chickasaw Lane, Port Richey, Florida 34668, and the initial registered agent of this Corporation at such office shall be April R. Britt, who upon accepting this designation agrees to comply with the provisions of Section 617.0501, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The method of election of the directors of the Corporation is set forth in the Bylaws. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be fewer than three (3) nor more than nine (9). The names and

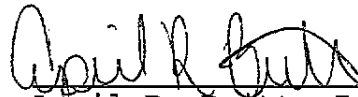
addresses of the directors constituting the initial Board of  
Directors are:

<u>Name</u>	<u>Address</u>
April R. Britt	8032 Chickasaw Lane Port Richey, Florida 34668
Katherine Mary Cook	6831 Mesa Verde Street Port Richey, Florida 34668
Crystal Beck	10410 Oak Hill Drive Port Richey, Florida 34668

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these  
Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
April R. Britt	8032 Chickasaw Lane Port Richey, Florida 34668



April R. Britt, Incorporator and  
Registered Agent

STATE OF FLORIDA )  
                              ) SS.  
COUNTY OF PASCO )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgments, personally appeared April R. Britt, who is personally known to me or who has produced her N/A - PERSONALLY KNOWN as identification, and who executed the foregoing Articles of Incorporation of Pasco Elite All Stars, Inc., and she acknowledged before me that she executed the same this 19th day of May, 2002.

  
Margaret L. Facemire  
Notary Public  
My Commission Expires:



Margaret L. Facemire  
MY COMMISSION # DD056487 EXPIRES  
October 25, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Pasco Elite All Stars, Inc., at the place designated in the Articles of Incorporation, agrees to act in this capacity, and agrees to comply with the provisions of Section 617.0501, Florida Statutes, relative to keeping open such office.

Date: May 19, 2002.

April R. Gault

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