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LAW OFFICES OF
NEAL P. PITTS
PROFESSIONAL ASSOCIATION

80 Bonnie Loch Court
Orlando, Florida 32806-2908
(407) 841-0444 Orlando
(407) 870-7748 Osceola Co.

August 27, 2002

mailing address:
P.O. Box 512
Orlando, Florida 32802
Fax (407) 422-7145

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

RE: Ultimate Volleyball Club, Inc.

Dear Sir:

000007511800--0
-09/04/02--01044--001
*****78.75 *****78.75

Enclosed are two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida not for profit corporation now being formed -- Ultimate Volleyball Club, Inc.

Also enclosed is a lawfirm check in the amount of \$78.75. This check includes payment for the following:

Filing Fee	\$35.00
Registered Agent's Designation	35.00
Certified Copy of Articles	<u>8.75</u>
TOTAL	\$ 78.75

FILED
02 SEP -4 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send the certified copy of Articles, along with the duplicate Registered Agent's Certificate, back to the undersigned. We are not requesting a certified copy of the Registered Agent's Certificate. Your cooperation in this matter is appreciated.

Very truly yours,

Neal P. Pitts

NPP/iam
Enclosures

greg 1/9

ARTICLES OF INCORPORATION
OF
Ultimate Volleyball Club, Inc.

ARTICLE I

CORPORATE NAME

The name of this corporation is Ultimate Volleyball Club, Inc.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity, education, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To fund and promote volleyball, and provide a volleyball training program devoted to the development of high school athletes.

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

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02 SEP -4 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

AUTHORIZED CAPITAL STOCK

There shall be no authorized capital stock issued by this corporation.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not more than three (3) persons.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a terms of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 4426 Colbert Court, Orlando, Florida 32808, on November 04th of each year at 7:00 o'clock p.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>ADDRESS</u>
Richard E. Schultz	4426 Colbert Court, Orlando, FL 32808
Keri L. Locke	446 Aural Lane Apopka, FL 32712
Elizabeth A. Cross	410 North Lakeview Avenue Winter Garden, FL 34787

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 distribution in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, publishing or distribution of statements related to any political campaign on behalf of any candidate for public office.

C. 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 provision of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United Stated Internal Revenue Law).

D. 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.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liability of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Richard E. Schultz	4426 Colbert Court, Orlando, FL 32808
Keri L. Locke	446 Aural Lane Apopka, FL 32712
Elizabeth A. Cross	410 North Lakeview Avenue Winter Garden, FL 34787

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the

State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 80 Bonnie Loch Court, Orlando, Florida 32806, and the name of its registered agent at said address shall be Neal P. Pitts, Esquire.

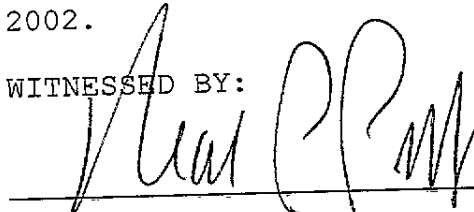
ARTICLE XIV

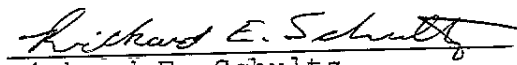
AMENDMENT TO ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

NOW THEREFORE, we, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this ____ day of July 2002.

WITNESSED BY:




Richard E. Schultz
Subscriber

Cynthia A. Loper

Keri L. Locke

Keri L. Locke
Subscriber

Elizabeth A. Cross

Elizabeth A. Cross

Elizabeth A. Cross
Subscriber

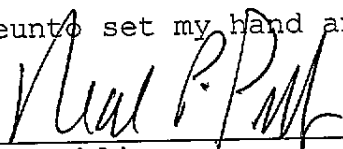
Neal P. Pitts
Neal P. Pitts,
Registered Agent

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared and Richard E. Schultz, to me personally known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

3rd IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of July 2002.



Notary Public
State of Florida at Large

My Commission Expires:



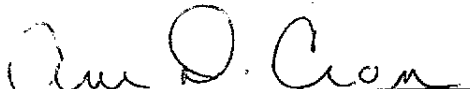
Neal P. Pitts
Commission # DD 065736
Expires Oct. 17, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA

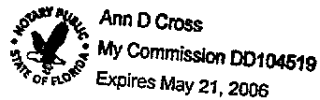
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared and Keri L. Locke, to me personally known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of July 2002.


Notary Public
State of Florida at Large

My Commission Expires:

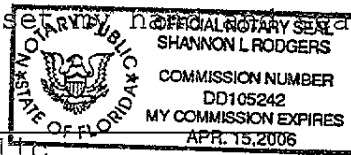


STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared and Elizabeth A. Cross, to me personally known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22 day of July 2002.



Notary Public
State of Florida at Large

My Commission Expires:

4-15-06

Shannon L. Rodgers

STATE OF FLORIDA
DEPARTMENT OF STATE

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

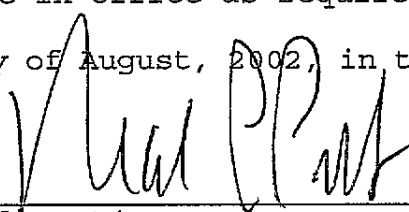
The following is
submitted in compliance
with Chapter 607.037,
Florida Statutes:

Ultimate Volleyball Club, Inc., is a not for profit corporation organized under the laws of the State of Florida with its principal office located at 4426 Colbert Court, in the City of Orlando, County of Orange, State of Florida, zip code 32808, has named Neal P. Pitts, Esq., whose business office is located at 80 Bonnie Loch Court, in the City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within the State.

ACCEPTANCE;

I agree, as the above identified Registered Agent, to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

WITNESS my hand this 26rd day of August, 2002, in the City of Orlando, State of Florida.



Neal P. Pitts,
Registered Agent

FILED
02 SEP -4 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA