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national amateur athletic association

Certificate of Status	0
Certified Copy	1
Page Count	07 ✓
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

NATIONAL AMATEUR ATHLETIC ASSOCIATION, INC.

In Compliance with Chapter 617, F.S., (Not For Profit)

ARTICLE I - NAME

The Name of the corporation shall be:

NATIONAL AMATEUR ATHLETIC ASSOCIATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7204 Jacaranda Lane
Miami Lakes, Fl 33014

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

The sanction, operation, management and promotion of recreational and athletic programs. To instruct, foster, support, and develop amateur athletes for national sports competition. To educate, coach, charter and supervise teams; organize, sponsor, and promote local and national sporting competition events. The Corporation will be engaging in fund raising events such as soliciting sponsorships from private and/ or public companies and individuals, campaign for donations to cover the expenses of an amateur athletic team or amateur athlete, which expenses may include but limited to the cost of uniforms, equipment, insurance, competition event fees, travel expenses, administrative expenses, professional fees as well as any other expense associated and common to an amateur athletic team or amateur athlete.

The Corporation is organized and shall be operated exclusively for the purpose for which a Not For Profit Corporation may be formed under the laws of the State of Florida, the purpose within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code" and the Regulations there under, and not for pecuniary profit or financial gain.

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation of others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any such purpose.

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Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempted purposes of the organization set forth in Section 501 (c)(3) of the Code and its Regulations as the same now exists, or as they may be thereafter amended from time to time.

ARTICLE IV - PROHIBITIONS

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 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 federal tax code.

ARTICLE V - QUALIFICATION OF MEMBERS AND MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the Bylaws.

The initial Board of Directors shall consist of three (3) directors. The number of directors may be changed from time to time in accordance with the Bylaws, but shall never be less than three (3).

The members of the Board of Directors shall be elected in the manner and hold office for such terms, as the By-Laws shall provide.

The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

All decisions of the Board shall be made by simple majority vote of the members of the Board present at the meeting unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VI - INITIAL DIRECTORS/OFFICERS

The name and addresses:

Joseph Janusz, 7204 Jacaranda Lane, Miami Lakes, Florida 33014
Kimberly Janusz, 7204 Jacaranda Lane, Miami Lakes, Florida 33014
James Herman, 7204 Jacaranda Lane, Miami Lakes, Florida 33014

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is:

Joseph Janusz, 7204 Jacaranda Lane, Miami Lakes, Florida 33014

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Joseph Janusz, 7204 Jacaranda Lane, Miami Lakes, Florida 33014

ARTICLE IX - TERM OF EXISTENCE

This Corporation shall perpetual existence.

ARTICLE X - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE XI - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation.

ARTICLE XII - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

ARTICLE XIII - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case maybe, as a director, officer, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XVI - OFFICERS

The affairs of the Corporation are to be managed by the President, Vice-President, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more officers may be held by the same person.

The Officers shall be elected annually by the Board of Directors at such times and in such manner as provided in the By-Laws.

The names of the officers who are to serve shall be appointed on the first election under these Articles.

ARTICLE XVII - BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be ratified by at least fifty (50%) percent of the regular members.

ARTICLE XVIII - AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

ARTICLE XIX - MEETING OF MEMBERS

The annual meeting of members for the election of the Board of Directors shall be held at such time and in such as the By-Laws shall provide.

The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

Twenty-Five percent of the members shall constitute a quorum for the holding of any meeting of members.

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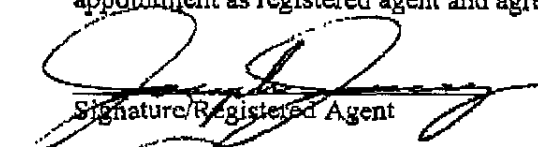
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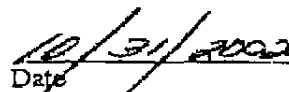
ARTICLE XX - DISSOLUTION AND LIQUIDATION

The Board of Directors may dissolve the Corporation by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of liabilities 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent


Signature/Incorporator


Date


Date

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