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AKERMAN SENTERFITT

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FLORIDA NON-PROFIT CORPORATION

TRIANGLE2 PARTNERS, INC.

Certificate of Status	1
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
TRIANGLE2 PARTNERS, INC.
(A Florida Not For Profit Corporation)

I, the undersigned, for the purpose of forming a corporation for charitable and philanthropic purposes under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

Article I. Name and Principal Office

The name of this corporation shall be TRIANGLE2 PARTNERS, INC. (the "Corporation"), and its principal address shall be 110 East Oak Avenue, Tampa, Florida 33602.

Article II. Term of Existence

The Corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Secretary of State.

Article III. Purpose

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code") and, to that end, to do the following:

a. To provide support to organizations formed exclusively for charitable purposes within the meaning of Code Section 501(c)(3), including but not limited to local and national YMCA's.

b. To the extent permitted by law, to exercise its rights, power and privileges, to hold meetings of its board of directors, to have one or more officers and to keep the books of the Corporation.

c. To do any and all lawful acts and things, alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation.

Article IV. Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, officer or other private individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the Corporation's purpose set forth in Article III, and to reimburse individuals for reasonable expenses incurred for the benefit of the Corporation), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

Article V. Powers

Subject to the restrictions and limitations set forth in Articles III and IV, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations

for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purpose or purposes.

Article VI. Non-Stock Basis and Membership

The Corporation is organized upon a non-stock basis and shall not issue shares of stock. Membership in the Corporation may be evidenced by a certificate of membership. The sole member of the Corporation shall be the Tampa Metropolitan Area YMCA.

Article VII. Board of Directors

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall initially have three (3) directors. The directors shall be elected as provided in the Corporation's Bylaws.

Section 2. The name and address of each person who is to serve as an initial director until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
Guy King	P.O. Box 373 Tampa, Florida 33601
Steve Rancy	101 E. Kennedy Boulevard Tampa, Florida 33602
Caroline (Bet) Snyder	3308 Sierra Circle Tampa, Florida 33629

Section 3. The number of directors may be changed from time to time, by amendment to the Bylaws, but shall never be fewer than three.

Article VIII. Bylaws

Section 1. The power to adopt Bylaws for the Corporation, to alter, amend, or repeal said Bylaws, and to adopt new Bylaws shall be vested in the Board of Directors of the Corporation.

Section 2. The Bylaws of the Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided that the Bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

Article IX. Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its initial registered agent at such address is Charles F. Ketchey, Jr., Esquire.

Article X. Incorporator

The name and address of the incorporator of the Corporation is Robert B. Gilbertson, Jr., 110 East Oak Avenue, Tampa, Florida 33602.

Article XI. Dissolution

Upon the dissolution of the Corporation, the board of directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the

Corporation, to one or more organization(s) organized for charitable purposes, as the board of directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this Article shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code, and none of the assets will be distributed to any member, officer, or director of the Corporation.

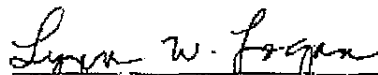
IN WITNESS WHEREOF, the undersigned subscribing incorporator hereby declares and certifies that the facts herein stated are true, and accordingly has hereunto set his hand and seal on this 29th day of ~~August~~^{October}, 2002, for the purpose of forming a corporation not for profit under the laws of the State of Florida to do business both within and without the State of Florida.



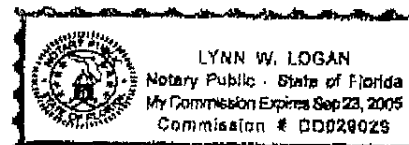
Robert B. Gilbertson, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29 day of ~~August~~^{October}, 2002, by Robert B. Gilbertson, Jr., who [☒] is personally known to me, or who [☐] produced _____, as identification.



Notary Public, State of Florida


Print Name: LYNN LOGANCommission No. DD029029Commission Expires: 9-23-2005

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:


That TRIANGLE2 PARTNERS, INC. desiring to organize under the laws of the State of Florida, has named Charles F. Ketchey, Jr., 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

DATED this 21 day of ^{October}~~August~~, 2002.

By: 
Robert B. Gilbertson, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, and all other statutes relative to the proper and complete performance of my duties as registered agent.


Charles F. Ketchey, Jr.
Registered Agent

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