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Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

UNITED STATES SPORTS TRAINING CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UNITED STATES SPORTS TRAINING CENTER, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a not for profit corporation (the "Corporation") under the laws of the State of Florida and the Florida Not For Profit Corporation Act (the "Act") as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: United States Sports Training Center, Inc. The street address of the principal office and mailing address of the Corporation is: 3034 Fermanagh Dr., Tallahassee, Florida 32309.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes the following:

(i) To develop a training and education facility dedicated to the development of America's current and future United States Olympic athletes (the "Training Facility"); and

(ii) To collect and raise money in order to establish the Training Facility.

ARTICLE IV

Power

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objectives. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any director or officer of the Corporation or any other private individual in such fashion as to constitute an application of funds not within the purpose of an exempt organization described in Section 501(c)(3) of the Code and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

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ARTICLE V
Members

The Corporation shall have members and any person who expresses a belief in the principles of the Corporations may become a member of the Corporation. The manner of admission, qualifications of the member and any applicable membership fee shall be regulated by the Corporation's By-laws as in effect from time to time. The Corporation's members shall be entitled to such rights as are appropriate for members of not for profit organizations under Chapter 617, Florida Statutes, all as may be limited by the Corporation's By-laws.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5730, and the name of its initial registered agent at such address is CFRA, LLC.

ARTICLE VII
Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the By-laws of the Corporation, provided that the Corporation shall always have at least three (3) directors and no more than nine (9) directors at anytime. The name and address of the initial director of the Corporation who shall serve until his successor is duly elected and qualified is:

<u>Name</u>	<u>Address</u>
Sharon T. Lobello	3034 Fermanagh Dr. Tallahassee, Florida 32309
Russ Owens	3034 Fermanagh Dr. Tallahassee, Florida 32309
Jay Newton	3034 Fermanagh Dr. Tallahassee, Florida 32309

The members of the Board of Directors shall be appointed on an annual basis at the annual meeting in accordance with the Corporation's By-laws.

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David W. Jamison, Jr., Esq.	100 S.E. Second Street Suite 4000, Miami, Florida 33131

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ARTICLE IX

By-laws

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors of the Corporation.

ARTICLE X

Amendment

The Board of Directors shall have the power to alter or amend these Articles of Incorporation by a majority of the directors present at any annual meeting of the Corporation or at any special meeting called for that purpose as provided in the By-laws of the Corporation.

ARTICLE XI

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to an exempt organization described in Sections 501(c)(3) and 170(c) of the Code.

ARTICLE XII

Indemnification

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Act is amended after the filing of these Articles of Incorporation, of which this Article XII is a part, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

Any repeal or modification of the foregoing paragraph by the directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

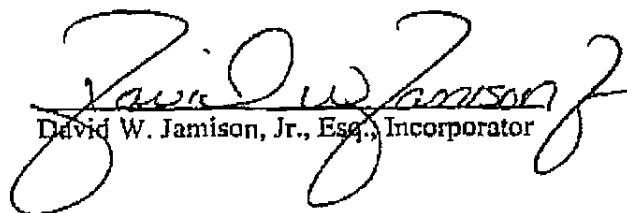
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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22 day of May 2003.


David W. Jamison, Jr., Esq., Incorporator

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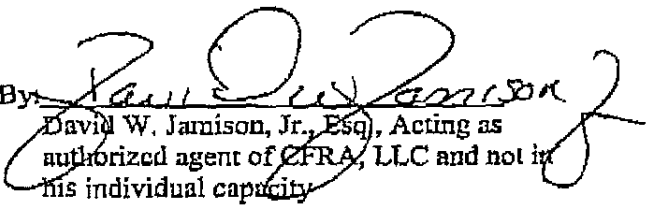
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 28 day of May 2003.

Registered Agent:
CFRA, LLC

By


David W. Jamison, Jr., Esq., Acting as
authorized agent of CFRA, LLC and not in
his individual capacity

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