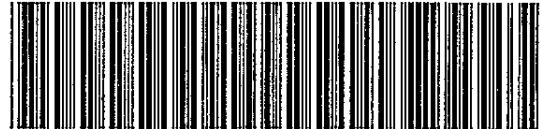


NO3000007802

Mr. Anthony Sullivan
P.O. Box 10165
St. Petersburg, Fl 33733



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TALLAHASSEE, FLORIDA

03 SEP -5 PM 3:34

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9-10-03

**ARTICLES OF INCORPORATION
OF
RUNNING SOLES, INC.
(a Non-profit Corporation)**

FILED
03 SEP -5 PM 3: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be: **RUNNING SOLES, INC.**

ARTICLE II. PRINCIPLE OFFICE

The principle place of business and mailing address of this Corporation shall be:

**Mr. Anthony W. Sullivan
P.O. Box 10165
St. Petersburg, FL 33733**

ARTICLE III. PURPOSE

To establish an organization designed to provide an after school program with coaching, training and teaching youth track & field to compete in local, state, and national events. This program will mentor and assist with helping at risk youth in the St. Petersburg area develop leadership, self- esteem, discipline, and community involvement. Youth will also be involved with tutorial programs that our organization will partnership with.

ARTICLE IV. MANNER OF ELECTION

1. The affairs of this corporation shall be under the control of the Executive committee consisting of at least five and not to exceed nine persons.
2. The Executive Committee shall be elected for a 2 year-terms, after which they may be rotated out by unanimous vote of the remaining executive committee members or through tending their resignation if they are deemed no longer active.
3. The duties of the Executive Committee shall be to establish the general policies of the Corporation.
4. Meetings of the Executive Committee and Directors of the corporation may be held within or without this state. The Executive Committee may designate any place or places where regular meetings may be held.

ARTICLE V. INITIAL DIRECTOR/OFFICERS

Mr. Anthony W. Sullivan 4365 Trout Drive, Southeast
President St. Petersburg, FL 33705
Director

Ms. Charlotte Johnson 3601 30th Avenue South
Vice-President St. Petersburg, FL 33711
Director

Ms. Tracey Tomilison 1227 21st Street South
Treasurer St. Petersburg, FL 33712
Director

Ms. Melissa Hogans 4365 Trout Drive, Southeast
Executive Secretary St. Petersburg, FL 33705

Mrs. Sharon Manning McGruder 3601 27th Avenue South
Secretary St. Petersburg, FL 33711

Mrs. Marshal D. Sullivan 4365 Trout Drive, Southeast
Director St. Petersburg, FL 33705
Executive Director of Public Relations

Mr. Oscar Johnson 6880 16th Way South
Director St. Petersburg, FL 33712

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Mr. Anthony W. Sullivan
4365 Trout Drive, Southeast
St. Petersburg, FL 33705

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is:

Mr. Anthony W. Sullivan
P.O. Box 10165
St. Petersburg, Florida 33733

ARTICLE VIII. CHECKS, DEPOSITS, AND FUNDS

1. The fiscal year of the Running Soles, Inc. shall begin on October 1st and end on September 30th each year.
2. The Executive Committee may authorize Officers, and Agents of Corporation in addition to those authorized by these Bylaws to enter into contracts or execute and deliver instruments in the name of and in behalf of the Corporation. Authority may be of a general nature confined to specific instances.
3. All funds shall be deposited to the credit of the Corporation in identified depositories within three working days.
4. Any contribution gifts, bequests, or devices, may be accepted by the Executive Committee for the general/special purpose of the Corporation.

ARTICLE IX.

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, keep minutes of all proceedings. Shall keep at the principal office a record of names and addresses of officers and executive committee. All records and books may be inspected for any purpose by an agent or attorney, for any purpose at any reasonable time.

ARTICLE X.

AMENDMENTS

These bylaws may be amended at any meeting of the Executive Committee, provided that notice of the proposed action is sent to each member at least seven (7) days preceding the meeting at which the proposed changes are to be enacted.

.....

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.

Anthony W. Sullivan
Signature/Registered Agent

9-2-03
Date

Anthony W. Sullivan
Signature/Incorporator

9-2-03
Date