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EFFECTIVE DATE
01/19/2004

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PK

PERRY & KERN, P.A.
ATTORNEYS AT LAW

50 S.E. FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

TELEPHONE 561.276.4146
FACSIMILE 561.276.3859

January 21, 2004
Via Federal Express

MARK A. PERRY
KEITH D. KERN

REAL ESTATE PARALEGAL
MICHELLE D. EDWARDS

LEGAL ASSISTANTS
SALLY M. TAYLOR
JENNIFER L. TORRENCE

Florida Department of State
Division of Corporations
403 E. Gaines St.
P.O. Box 6327
Tallahassee, FL 32314

RE: SPANISH RIVER LACROSSE, Inc.

Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our trust account check in the amount of \$78.75 representing \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Sally Taylor
Assistant to Mark A. Perry

:smt
Enclosures

EFFECTIVE DATE

01/19/2004

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
(A Florida Non-Profit Corporation)

OF

SPANISH RIVER LACROSSE, INC.

I, the undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, providing for the formation liability, rights, privileges and immunities of a corporation not for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be:

SPANISH RIVER LACROSSE, INC.

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The principle place of business and mailing address are:

SPANISH RIVER LACROSSE
c/o Perry & Kern, P.A.
50 Southeast Fourth Avenue
Delray Beach, FL 33483

ARTICLE III

CORPORATE NATURE

This is a not for profit corporation, organized solely for charitable, recreational, educational, and development of good character and good sportsmanship of minors, pursuant to the Florida Corporations Not For Profit Law

set forth in Section 617 of the Florida Statutes. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501 (c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501 (c)(3)

ARTICLE IV

SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is formed are to promote and encourage the sport of lacrosse, pleasure, exercise, and recreation of its members, to promote sociability and friendship among its members; and to manage and conduct entertainments, excursions, and social meetings of its member as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended from time to time. The corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida except those that would disqualify it under Section 501(c)(3) of the Internal Revenue Code.

- A. To contribute to the development of good character or good sportsmanship of minors, or to the educational or cultural development of minors, and any other related or corresponding

charitable purposes by the distribution of its funds for such purposes.

- B. To promote, develop, enhance and foster sports involving lacrosse, including sponsoring, promoting and supporting the education and welfare of persons involved with or providing support for the sport.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- D. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, see, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

- E. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE V

TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501 (a) as an organization described in 26 U.S.C.A. §501 (c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under, 26 U.S.C.A. §501 (c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE VI

CERTIFICATES OF MEMBERSHIP

- A. This Corporation shall be authorized to issue one hundred (100) Certificates of Membership.
- B. All Certificates of Membership issued by the Corporation shall contain a statement on the face thereof that it is a non-profit corporation and description of any preferential rights of Members. If such Certificates

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are restricted as to their sale or purchase, the Membership Certificates shall bear a legend stating that such Certificates are restricted in the manner described in the By-Laws or any agreement between the Certificate holders, and, that a copy of such By-Laws or agreement shall be provided to all Certificate holders.

- C. Except as otherwise prescribed by Florida law, each Certificate of Membership shall entitle the holder thereof to one (1) vote at the Annual Meeting.
- D. Certificate holders shall be the members and the qualifications and manner of their admission are stipulated in the By-Laws.

ARTICLE VII

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, 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 procedures set forth therefore in the By-Laws.

ARTICLE VIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the By-Laws of this Corporation.

ARTICLE IX

STRUCTURE AND 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 less than three (3) persons. The number of directors of the Corporation shall be three, (3), provided however, that such number may be changed by a By-Law duly adopted. The Directors named herein as the first Board of Directors shall hold office until the first meeting 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 term of one (1) year until the annual meeting following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 50 S.E. Fourth Avenue, Delray Beach, Florida 33483, 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 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, and any such action by written consent shall have the same force and affect as if taken by unanimous vote of the Directors. Any certificate or other documents 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

ARTICLES OF INCORPORATION
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Directors without a meeting, and that the Articles of Incorporation and By-Laws of the 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>
MARK A. PERRY, ESQ.	50 S.E. Fourth Avenue Delray Beach, FL 33483
BILL ALLEN	50 S.E. Fourth Avenue Delray Beach, FL 33483
CHRIS KANE	50 S.E. Fourth Avenue Delray Beach, FL 33483

B. Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first Annual Meeting of the Board of Directors. Until such election is held the following persons shall serve as Corporate Officers:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
BILL ALLEN	50 S.E. Fourth Avenue Delray Beach, FL 33483	President
CHRIS KANE	50 S.E. Fourth Avenue Delray Beach, FL 33483	V-President
MARK A. PERRY, ESQ.	50 S.E. Fourth Avenue Delray Beach, FL 33483	Sec/Treasurer

ARTICLE X

REGISTERED AGENT

The initial registered agent for this Corporation shall be:

Mark A. Perry, Esq.

Perry & Kern, P.A.
50 S.E. Fourth Avenue
Delray Beach, FL 33483
561 276-4146 office
561 276-3859 facsimile

ARTICLE XI

INCORPORATOR/SUBSCRIBER

The incorporator/subscriber for this non-profit corporation is:

MARK A. PERRY, ESQ.
50 S.E. Fourth Avenue
Delray Beach, FL 33483
561 276-4146 office
561 276-3859 facsimile

ARTICLE XII

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE XIII

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, 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 distributions 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 propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) of any political campaign or 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 of 1986 or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law).
- D. Notwithstanding any other provision of these Articles, this Corporation shall not, accept to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XIV

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of liabilities of the Corporation,

ARTICLES OF INCORPORATION
(A Florida Non-Profit Corporation) OF
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dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s), 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 of 1986 (or the corresponding provision of any future United State Internal Revenue law), as the Board of Directors shall determine. Any such assts 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(s) as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

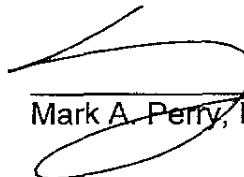
ARTICLE XVI

COMMENCEMENT OF CORPORATE EXISTENCE.

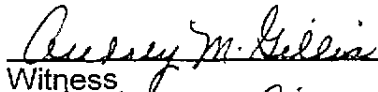
The date when Corporate existence shall commence is the date of execution of these Articles of Incorporation by the incorporator.

ARTICLES OF INCORPORATION
(A Florida Non-Profit Corporation) OF
SPANISH RIVER LACROSSE, INC.

The undersigned, being the subscriber and incorporator of this Corporation, for the purpose of forming a non-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 19th day of January, 2004.

 (SEAL)
Mark A. Perry, Incorporator/Subscriber

In the presence of:


Witness

Audrey M. Gillis
Printed name of witness

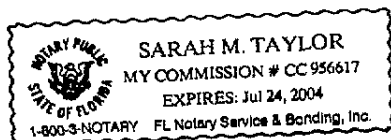

Witness

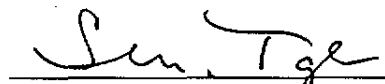
JENNIFER L. TORRENCE
Printed name of witness

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Mark A. Perry, to me well known to be the individual described in and who executed the same for the purposes therein expressed.

Sworn to and subscribed before me this the 19th day of January, 2004, by, Mark A. Perry, who is X personally known to me or who produced _____ as identification.

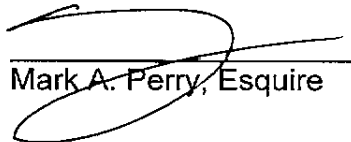



Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated non-profit corporation at the place designated in this statement, 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 obligations of my position as registered agent.

Dated this 19th of January, 2004.


Mark A. Perry, Esquire