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Division of Corporations

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From:

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Account Number : 075500004387  
Phone : (813) 229-7600  
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FLORIDA NON-PROFIT CORPORATION

Locker Room Foundation, Inc.

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**ARTICLES OF INCORPORATION  
LOCKER ROOM FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
FOR  
LOCKER ROOM FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation to be formed in line with chapter 617, Florida Statutes entitled the "Florida Not For Profit Corporation Act," adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

1.1 **Name.** The name of the corporation shall be:

LOCKER ROOM FOUNDATION, INC.

**ARTICLE II - PRINCIPAL PLACE OF  
BUSINESS AND MAILING ADDRESS**

2.1 **Place Of Business.** The principal place of business and the mailing address of this corporation shall be:

18103 LATIMER LANE  
TAMPA, FLORIDA 33647

**ARTICLE III - PURPOSE**

3.1 **Purpose.** The purpose for which the corporation is organized is to receive contributions of real, personal and intangible property, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under

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Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

**3.2 No Investment Or Distribution.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or 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 on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**3.3 Timely Distribution Of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

**3.4 No Self-Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

**3.5 No Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

**3.6 No Taxable Investments.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

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**3.7 No Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

**3.8 No Prohibited Activities.** Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

**3.9 Dissolution.** Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IV - MANNER OF ELECTION OF DIRECTORS**

**4.1 Election Of Directors.** The manner in which the directors are elected or appointed shall be stated in the corporation's Bylaws.

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**ARTICLE V - LIMITATION OF CORPORATE POWERS**

**5.1 Corporate Powers.** The corporate powers of this corporation are as provided in section 617.0302, Florida Statute entitled "Corporate Powers," unless limited as follows:

No Limitations

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

**6.1 Registered Agent.** The name and the street address of the initial registered agent is:

Bruce H. Gordon, Esquire  
c/o Shumaker, Loop & Kendrick LLP  
101 East Kennedy Blvd., Ste. 2800  
Tampa, Florida 33602

**ARTICLE VII - INCORPORATOR**

**7.1 Incorporator.** The name and street address of the incorporator for these Articles of Incorporation is:

Bruce H. Gordon, Esquire  
c/o Shumaker, Loop & Kendrick LLP  
101 East Kennedy Blvd., Ste. 2800  
Tampa, Florida 33602

**ARTICLE VIII - BOARD OF DIRECTORS**

**8.1 Board Of Directors.** The corporation shall have three (3) directors initially. The number of directors constituting the board and the manner in which directors are elected or appointed shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than three (3) directors. The names and addresses of the first board of directors who shall serve until their successors are duly appointed or elected are as follows:

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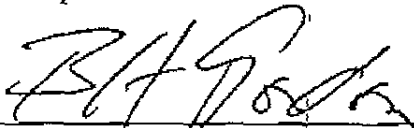
Emil Bodenstein	18103 Latimer Lane Tampa, Florida 33647
Andrea Bodenstein	18103 Latimer Lane Tampa, Florida 33647
Neil Armstrong	18103 Latimer Lane Tampa, Florida 33647

**ARTICLE IX - DURATION**

9.1 **Duration.** This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 2004.

"Incorporator"



BRUCE H. GORDON

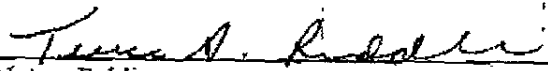

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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th day of February, 2004, by  
BRUCE H. GORDON, the Principal, who is (X) personally known to me or ( ) who has produced  
\_\_\_\_\_ as identification.

  
Notary Public  
Print Name: \_\_\_\_\_  
My commission expires \_\_\_\_\_  
 Teresa A. Riddle  
MY COMMISSION # 00144852 EXPIRES  
March 19, 2007  
BONDED THRU TROY FARM INSURANCE, INC.

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Locker Room Foundation, Inc.
2. The name and address of the registered agent and office is:

Bruce H. Gordon, Esquire  
(NAME)

c/o Shumaker, Loop & Kendrick LLP, 101 E. Kennedy Blvd., Suite 2800  
(P.O BOX NOT ACCEPTABLE)

Tampa, Florida 33602  
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

*BH Gordon*

Date

*02/11/04*

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