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**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

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*Arts*

1.) *Clay County Sports Complex, Inc.*  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION  
OF  
CLAY COUNTY SPORTS COMPLEX, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION

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Pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Incorporation of this Florida not for profit corporation:

ARTICLE I - NAME

The name of this Corporation is:

Clay County Sports Complex, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Corporation is:

2410 Washington Street  
Orange Park, Florida 32073

The initial mailing address of the Corporation is:

2410 Washington Street  
Orange Park, Florida 32073

ARTICLE III - DURATION

This Corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

A. This Corporation is formed pursuant to Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a tax exempt organization thereunder.

B. This Corporation is organized solely and exclusively for the purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to the Sports Tourism Development Association of Clay County, Inc., a Florida not-for-profit corporation formed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Corporation is:

George M. Francisco  
2410 Washington Street  
Orange Park, Florida 32073

#### ARTICLE VI - MEMBERSHIP

This Florida not-for-profit Corporation shall have only one (1) Member and that one (1) Member shall be the Sports Tourism Development Association of Clay County, Inc., a Florida not-for-profit corporation.

#### ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised by, its properties managed and controlled by, and its business and affairs conducted by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers and duties conferred on or imposed upon this Board of Directors, shall be by a duly adopted resolution of the Directors or contained within the duly adopted Bylaws of the Corporation.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George M. Francisco	2410 Washington Street Orange Park, Florida 32073
Joseph B. Wiggins, Sr.	2410 Washington Street Orange Park, Florida 32073
Neil E. Frandsen	2410 Washington Street Orange Park, Florida 32073

#### ARTICLE VIII - 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 part of the activities of the Corporation shall include the publishing or distribution of statements or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign 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 by a Corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

#### ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

#### ARTICLE X - DISTRIBUTION OF ASSETS

Upon 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 in furtherance of the purpose of the Corporation, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(2) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a simple majority vote (greater than 50%) of the Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose at which a quorum is present. These Articles of Incorporation may be amended by the Directors without a meeting as provided for in the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles is:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 28<sup>th</sup> day of June, 2004.

  
DAVID A. KING

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 48.091 and 617.0501, Florida Statutes,  
the following is submitted:

Clay County Sports Complex, Inc.  
desiring to organize under the laws of the State of Florida, with  
its principal office as indicated in the Articles of  
Incorporation in the State of Florida, has named as its agent to  
accept service of process within this State:

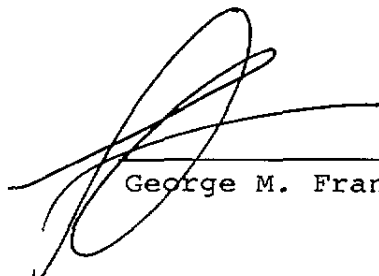
George M. Francisco  
2410 Washington Street  
Orange Park, Florida 32073

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ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of  
process for the above stated corporation, at the place designated  
in this certificate, I hereby agree to act in this capacity, and  
agree to comply with the provisions of said Act.



George M. Francisco