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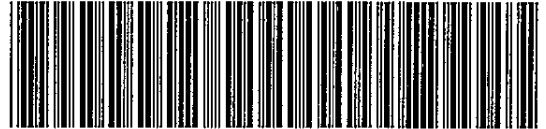
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TH 12/22/04

LAW OFFICES OF  
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e-mail: lawyer@bellsouth.net

December 20, 2004

Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation

Dear Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return to this office in the enclosed envelope.

A check in the amount of \$78.75 is enclosed payable to the Department of State, to cover the fees for this service.

Very truly yours,



Janet Loar  
Legal Assistant

/jl

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**PALMETTO BAY SPORTS MINISTRIES, INC.,**  
**A FLORIDA CORPORATION NOT FOR PROFIT**

**FILED**

04 DEC 21 PM 2:29

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, with other persons, being desirous of forming a corporation for charitable and philanthropic purposes under the provisions of Ch. 617 of the Florida Statutes, do agree to the following:

**ARTICLE I - NAME**

The name of this corporation is PALMETTO BAY SPORTS MINISTRIES, INC., a corporation not for profit.

**ARTICLE II - PURPOSE**

Said Corporation is organized exclusively for charitable and educational purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code.

**ARTICLE III - QUALIFICATION OF MEMBERS**

The membership of this corporation shall constitute all persons who are duly qualified members of the PALMETTO BAY SPORTS MINISTRIES, INC. Board of Directors. This corporation is being organized under a non-stock basis. Therefore, no member shall have stock.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

## ARTICLE V - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

### NAMES:

### ADDRESS:

G.W. MOORE  
BEVERLY MOORE  
JOHN MOORE

8361 SW 165 Terr., Palmetto Bay, FL 33157  
8361 SW 165 Terr., Palmetto Bay, FL 33157  
16625 SW 91st Ave., Palmetto Bay, FL 33157

## ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a President, a Secretary and a Treasurer.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

### NAME:

### TITLE:

### ADDRESS:

G.W. MOORE  
BEVERLY MOORE  
John Moore

President  
Secretary  
Treasurer

8361 SW 165 Terr., Palmetto Bay, FL 33157  
8361 SW 165 Terr., Palmetto Bay, FL 33157  
16625 SW 91st Ave., Palmetto Bay, FL 33157

## ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) initially. The number of directors may never be less than three (3).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be those persons who are elected as directors of Palmetto Bay Sports Ministries, Inc. by the then sitting Board of Directors.

Section 4. The names and addresses of the persons who are to serve as directors are:

### NAME:

### ADDRESS:

G.W. Moore  
Beverly Moore  
John Moore

8361 SW 165 Terr., Palmetto Bay, FL 33157  
8361 SW 165 Terr., Palmetto Bay, FL 33157  
16625 SW 91 Ave., Palmetto Bay, FL 33157

## ARTICLE VIII - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered, or rescinded by a majority of those members of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

## ARTICLE IX - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of this membership called for that purpose, by a 51% vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given as provided by the by-laws of intention to submit such amendments.

## ARTICLE X - ADDRESS

The initial street address of the principal office of this corporation shall be 8361 SW 165 Terr., Palmetto Bay, FL 33157. Corporate offices may be moved from time to time as provided in the by-laws.

## ARTICLE XI - INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than 80% of the value of the property of the corporation.

## ARTICLE XII - DUES

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

## ARTICLE XIII - ACQUISITION OF PROPERTY

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise, or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

#### ARTICLE XIV - ANNUAL MEETING

Section 1. The annual meeting for the election of members of the Board of Directors shall be held in May of each year.

Section 2. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

Section 3. A majority of the members shall constitute a quorum for the holding of any meetings.

#### ARTICLE XV - DISTRIBUTION OF EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Two hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

#### ARTICLE XVI - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive purpose.

ARTICLE XII - REGISTERED AGENT

The registered agent of this corporation to accept service of process within this state shall be JOHN MOORE at 16625 SW 91st Ave., Palmetto Bay, FL 33157.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day of December, 2004.

G.W. Moore  
G.W. MOORE

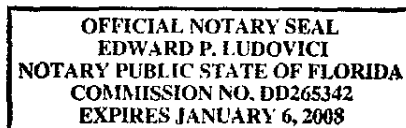
Beverly Moore  
BEVERLY MOORE

John Moore  
JOHN MOORE

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me the 20<sup>th</sup> day of December, 2004 by G.W. MOORE, BEVERLY MOORE and JOHN MOORE, who ( ) are personally know to me or ~~X~~ have produced FL D L, FL D L and FL D L as identification, and who did take oath.

Notary Seal:



Edward P. Ludovici  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Having been named to accept service of process for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

John Moore  
JOHN MOORE  
Registered Agent