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ERWIN A. CLAYTON (1897 - 1986) E. COVINGTON JOHINSTON (1916 - 2002) THOMAS G. CHRISTMANN (Of Counsel) CHARLES G. FELDER (Retired)

26 July 2005

Internet address: LIreland@Clayton-Johnston.com

Department of State State of Florida Division of Corporations Corporate Filings P. O. Box 6327 Tallahassee, FL 32314

Re: Florida High School Athletic Foundation, Inc.

Please file the enclosed Articles of Incorporation and return a certified copy of same to me. I am enclosing our firm check in the amount of \$78.75 for these services.

Thank you for your assistance in this matter.

Sincerely,

Trish Brehm

Legal Assistant to Leonard E. Ireland, Jr.

encl.

ARTICLES OF INCORPORATION

OF

FLORIDA HIGH SCHOOL ATHLETIC FOUNDATION, INC.

In compliance with the requirements of Florida Statutes Chapter 617, (Not for Profit), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not for profit corporation.

Article I

Name. The name of this corporation is FLORIDA HIGH SCHOOL ATHLETIC FOUNDATION, INC. (hereinafter referred to as the "Corporation").

Article II

Address. The street address of the principal office of the Corporation is: 1801

NW 80th Boulevard, Gainesville, FL 32606

Article III

Purpose. The Corporation is authorized for charitable purposes.

Article IV

Appointment to the Board of Directors. New board members shall be appointed by recommendation from Dr. John Stewart to the Board of Directors, and approval by the Board of Directors. Thereafter the members of the Board of Directors shall be determined as set forth in the Corporation's Bylaws.

Article V

Initial Registered Office and Agent. The initial street address of the Corporation's registered office is 1801 NW 80th Boulevard, Gainesville, FL 32606. The initial registered agent for the Corporation at that address is: Leonard E. Ireland, Jr. whose address is 111 Southeast First Avenue, Gainesville, Florida 32601.

Article VI

<u>Incorporator</u>. The name and address of the person signing these Articles of Incorporation is: John A. Stewart, 1801 NW 80th Boulevard, Gainesville, FL 32606.

Article VII

<u>Duration</u>. The Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State of the State of Florida.

Article VIII

Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

Article IX

<u>Indemnification</u>. The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article X

Bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

Article XI

Inurement. 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 III hereof. No substantial part of the activities of the corporations shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article XII

Distribution of Assets upon Dissolution: Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of 1, 2005.

JOHN A. STEWART, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as a registered agent to accept service of process for FLORIDA HIGH SCHOOL ATHLETIC FOUNDATION, INC., at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and accepts the obligations of that position.

ZEONARD E. IRELAND, JR.

Registered Agent

G LETTISAN FOUNDATION, INC Article copt