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Administrative Assistants

November 25, 2005

Division of Corporations  
Florida Department of State  
PO Box 6327  
Tallahassee, FL 32314

RE: Winter Pride Tampa Bay, Inc.

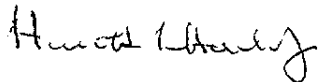
Dear Sir or Madam:

I am enclosing the original and one copy for certification of the Articles of Incorporation for the proposed Florida corporation referred to above to be effective upon filing. Also enclosed is a check for the following fees:

New Corporation filing fee	\$ 35.00
Registered agent fee	35.00
Certified copy of Articles	<u>8.75</u>
Total	\$ 78.75

Please file these Articles of Incorporation and forward the certified copy to me for our corporate records.

Sincerely,



cc: Brian Feist

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TALLAHASSEE, FLORIDA

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**Articles of Incorporation  
of  
Winter Pride Tampa Bay, Inc.**  
(A Florida Not for Profit Corporation)

Pursuant to the provisions of § 617.0202, Florida Statutes, this Florida Not For Profit Corporation sets forth the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation is Winter Pride Tampa Bay, Inc.

**ARTICLE II**

**Address**

The address of the principle office is 2429 Central Avenue, Suite, 201, St. Petersburg, Florida 33713 and the mailing address is P.O. Box 11987, St. Petersburg, Florida 33733

**ARTICLE III**

**Statement of Purpose**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, 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 IV**

**Manner in Which Directors Are Elected or Appointed**

Directors shall be elected by the members as more fully set forth in the bylaws.

**ARTICLE V**

**Initial Registered Agent**

The name and address of the initial registered agent is Harold L. Harkins, Jr. whose mailing address is 2803 Busch Blvd. W, Ste. 112, Tampa, FL 33618.

## ARTICLE VI

### Incorporator

The name and address of the incorporator is Harold L. Harkins, Jr. whose mailing address is 2803 Busch Blvd. W, Ste. 112, Tampa, FL 33618.

## ARTICLE VII

### Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

## ARTICLE VIII

### Limitations on Actions

All of the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its member, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporations shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors of officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the forgoing paragraph, during such time as the corporation may be considered a private foundation as defined in section 509 (a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986) or corresponding provisions of any subsequent Revenue Laws);
- (b) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

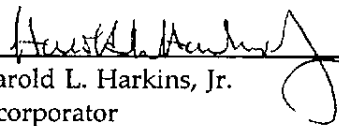
- (c) retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (e) make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

#### ARTICLE IX

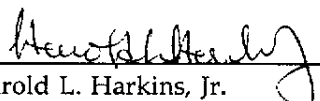
##### Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 1701 (c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets not so disposed of shall be disposed of by the court of common pleas 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 executed these Articles of Incorporation this November 25, 2005.

  
Harold L. Harkins, Jr.  
Incorporator

Having been named as registered agent and to accept service of process for the above named 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 affirm that I am familiar with and accept the obligations of my position as registered agent.

  
Harold L. Harkins, Jr.  
Registered Agent  
November 25, 2005

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