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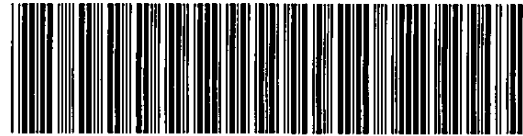
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 25 AM 9:05

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COVER LETTER

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

SUBJECT: Pensacola Youth Sports and Education Association, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John L. Allbritton
Name (Printed or typed)

322 West Cervantes Street
Address

Pensacola, FL 32501
City, State & Zip

(850) 433-3230
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
Pensacola Youth Sports and Education Association, Inc.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- I. NAME OF CORPORATION:** The name of the corporation is **Pensacola Youth Sports and Education Association, Inc. (PYSEA, Inc.)**
- II. PRINCIPAL OFFICE:** The principal office of the corporation is located at 322 West Cervantes Street, Pensacola, Florida 32501.
- III. MAILING ADDRESS:** The mailing address of the corporation is 322 West Cervantes Street, Pensacola, Florida 32501.
- IV. REGISTERED AGENT:** The name of the registered agent of the corporation is Frederick J. Gant, Esq.. The address of this registered agent is 322 West Cervantes Street, Pensacola, Florida 32501.
- V. DURATION:** The period of duration is perpetual.
- VI. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. The initial Board of Directors who shall serve until further action in accordance with the bylaws are:

Henry McAway, Chairman, 322 West Cervantes Street, Pensacola, FL 32501
Dennis Brown, Vice Chairman, 322 West Cervantes Street, Pensacola, FL 32501
John Allbritton, Sec/Tres, 322 West Cervantes Street, Pensacola, FL 32501

- VII. INCORPORATORS:** The name and address of the incorporator is: John L. Allbritton, 322 West Cervantes Street, Pensacola, Florida 32501.

VIII. CORPORATE PURPOSES

The purposes for which this corporation is formed are *exclusively* charitable, educational and scientific and consist of the following:

1. To provide remedial education and athletic opportunities to underprivileged youth in the Pensacola, Escambia County, Florida by engaging in or supporting activities to prevent juvenile delinquency, dependency, school dropout, teenage pregnancy, and to promote continued education and good citizenship.

2. Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IX. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

X. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda 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.

XI. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

XII. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

1.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

XIII. INDEMNIFICATION: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

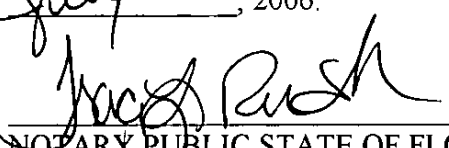
These Articles of Incorporation are hereby executed by the incorporator on this 12th day of July, 2006.


JOHN L. ALLBRITTON, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOHN L. ALLBRITTON, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator and acknowledged before me that he or she executed the same.

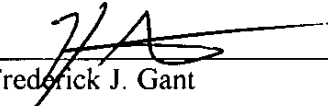
WITNESS my hand and official seal in the County and State last aforesaid this 12th day of July, 2006.


NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

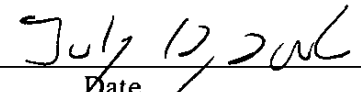


**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for **Pensacola Youth Sports and Education Association, Inc.**, a Florida not for profit corporation.



Frederick J. Gant



Date

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