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**FILED****FLORIDA PROFIT/NON PROFIT CORPORATION****RETIRED PROFESSIONAL FOOTBALL PLAYERS FOR JUSTICE, I**

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## ARTICLES OF INCORPORATION

OF

### RETIRED PROFESSIONAL FOOTBALL PLAYERS FOR JUSTICE, INC.

The undersigned, for the purpose of forming a corporation under the *Florida Not-for-Profit Corporation Act*, Chapter 617 *Florida Statutes* (2007), do hereby adopt the following Articles of Incorporation:

#### ARTICLE I. NAME

The name of the corporation is Retired Professional Football Players for Justice, Inc.

#### ARTICLE II. EFFECTIVE DATE & DURATION

The effective date of the Incorporation shall be as soon as the Articles of Incorporation are filed in the office of the Secretary of State. The period of the corporation's duration shall be perpetual or until dissolved on a vote of the members as hereafter provided.

#### ARTICLE III. PURPOSE

The corporation is organized for the following purposes:

- A. Said corporation is organized exclusively for fraternal purposes.
- B. To establish a fraternal corporation to assist the retired players of professional football of the United States and Canada.
- C. Any other purposes permitted for a Florida not-for-profit corporation.
- D. As a not for profit corporation no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its

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Retired Professional Football Players for Justice, Inc.  
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members, trustees, 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.

#### ARTICLE IV. PRINCIPAL OFFICE

The address of the corporation's principal office is 2114 NW 40<sup>th</sup> Terrace, Suite A-2, Gainesville, Florida 32605. The name of the initial registered agent of the corporation is Samuel A. Mutch, 2114 NW 40<sup>th</sup> Terrace, Suite A-2, Gainesville, Florida 32605.

#### ARTICLE V. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on not-for-profit corporations by the laws of the State of Florida.

#### ARTICLE VI. MEMBERSHIP

The corporation shall have a membership composed of anyone who supports the goals of the corporation. Membership requirements shall be determined by the Board of Directors as announced in the Bylaws. No benefit may inure to a member of the corporation from any of the operations or assets of the corporation.

#### ARTICLE VII. DIRECTORS

The corporation is to be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3), and the name and address of each person who is to serve as a member of the initial Board of Directors is:

Name

Address

Bernard P. Parrish

4129 NW 32<sup>nd</sup> Street,  
Gainesville, FL 32605

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Retired Professional Football Players for Justice, Inc.  
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Samuel A. Mutch

2114 NW 40<sup>th</sup> Terrace, Suite A-2,  
Gainesville, FL 32605

Herbert A. Adderley

1058 Tristram Circle  
Mantua, NJ 08051

The initial directors shall hold office until their successors are elected and qualify as provided in the Bylaws. Thereafter, the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE VIII. BYLAWS

The initial directors shall submit the proposed Bylaws to the members at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by affirmative vote of two-thirds of the members, the internal affairs of the corporation are to be regulated and managed in accordance with such Bylaws.

#### ARTICLE IX. DISSOLUTION

Upon dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State or Local Government for a public purpose.

IN WITNESS WHEREOF, I, BERNARD P. PARRISH, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Gainesville, Florida, on this 14 day of February 2007.

  
Bernard P. Parrish

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**CONSENT OF REGISTERED AGENT**

Having been named as a Registered Agent for Retired Professional Football Players for Justice, Inc. at the registered office located at 2114 NW 40<sup>th</sup> Terrace, Suite A-2, Gainesville, Florida 32605 and designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
SAMUEL A. MUTCH

Accepted this 18<sup>th</sup> day of February 2007.

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