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**FILED**  
2008 FEB - 8 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Pros and Parents Tackle Childhood Obesity, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
PROS AND PARENTS TACKLE CHILDHOOD OBESITY, INC.  
(A Florida Not-For-Profit Corporation)**

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**ARTICLE I.  
Name**

The name of this Corporation shall be **PROS AND PARENTS TACKLE CHILDHOOD OBESITY, INC.** (hereinafter called the "Corporation").

**ARTICLE II.  
Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 7961 Megan Hammock Way, Sarasota, Florida 34240-8244.

**ARTICLE III.  
Purpose**

This Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the development of mentoring and educational programs to allow professional athletes, school systems and other interested parties to provide assistance to parents and students in teaching and developing good nutritional habits; and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Michael D. Horlick, P.A.  
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**ARTICLE IV.  
Membership**

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

**ARTICLE V.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 7961 Megan Hammock Way, Sarasota, Florida 34240-8244; and the name of the Corporation's initial registered agent at that address is Charley E. Harraway, Jr.

**ARTICLE VI.  
Board of Directors**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the initial members of the board of directors are as follows:

- Charley E. Harraway, Jr., 7961 Megan Hammock Way, Sarasota, Florida 34240-8244
- Gail H. Harraway, 7961 Megan Hammock Way, Sarasota, Florida 34240-8244
- Margaret E. Wright, 4673 Pine Green Trail, Sarasota, Florida 34241
- Wayne R. Schmidt, 4648 Tuscan Drive, Sarasota, Florida 34241
- Emanuel Lauria, 3762 Eagle Hammock Drive, Sarasota, Florida 34240
- Derrick F. Goveia, 3764 Eagle Hammock Drive, Sarasota, Florida 34240

**ARTICLE VII.  
Incorporator**

The name and address of the person signing these Articles of Incorporation are:

Charley E. Harraway, Jr.  
7961 Megan Hammock Way  
Sarasota, Florida 34240-8244

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**ARTICLE VIII.**  
**Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE IX.**  
**Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 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 Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 8<sup>th</sup> day of February, 2008.

  
Charley E. Harraway, Jr., Incorporator

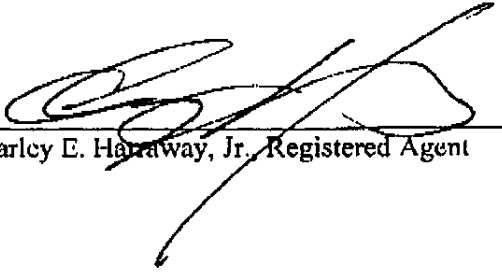
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### CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above Corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with and hereby accept the duties and responsibilities as Registered Agent for Pros and Parents Tackle Childhood Obesity, Inc.

IN WITNESS WHEREOF, the undersigned, has executed this Consent on February 8, 2008.



Charley E. Haraway, Jr., Registered Agent

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