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FLORIDA PROFIT/NON PROFIT CORPORATION

charitable Foundation, Inc.
~~The Legend Club, Inc.~~

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July 15, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

QUARLES & BRADY LLP

SUBJECT: THE LEGEND CLUB, INC.
REF: W08000033345

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**ARTICLES OF INCORPORATION
OF
THE LEGEND CLUB CHARITABLE FOUNDATION, INC.**

A Florida "Not for Profit" Corporation

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

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is THE LEGEND CLUB CHARITABLE FOUNDATION, INC. (hereinafter the "Corporation")

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 5679 Naples Boulevard, Naples, Florida 34109.

**ARTICLE 3
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE 4
PURPOSES**

4.1 The Corporation is organized exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code").

4.2 The initial purposes of the Corporation will be:

4.2.1 To raise awareness and provide funding to organizations that assist former professional athletes and their families in dire need who currently lack the ability to help themselves.

4.2.2 To support programs designed to educate at risk and under privileged youth with essential life skills so that they avoid the pitfalls of professional athletes who have not prepared for their future.

4.2.3 To aid, support and assist former professional athletes and their families who are in dire need by providing medical, psychological, educational or

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financial aid by providing assistance to organizations which provide this form support and assistance.

4.2.4 To aid, support, and assist organizations which help educate children to learn essential life skills to avoid the pitfalls of professional athletes who have not prepared for their future.

4.2.5 To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

4.2.6 To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

4.3 The Board of Directors, with the consent of the Membership, if any, shall have the authority to modify change the purposes of the Corporation, by majority vote provided that such new or modified purposes remain qualifying purposes under §501(c)(3) of the Internal Revenue Code.

ARTICLE 5

PROHIBITED ACTIVITIES

5.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 in furtherance of the purposes set forth in Article 4 hereof.

5.2 No substantial part of the activities of the Corporation shall be the 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effective for its first year of operation.

5.3 Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

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5.4 In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

5.4.1 shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

5.4.2 shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE 6 **REGISTERED AGENT**

6.1 The name of the registered agent of the corporation is NAPLES-LAWDOCK, INC. The address of this registered agent is 1395 Panther Lane, Suite 300, Naples, Florida 34109.

6.2 The Board of Directors shall have the authority to change the registered agent by majority vote.

ARTICLE 7 **MEMBERS**

7.1 The Corporation shall have those classes of Membership which the Board of Directors shall approve by a Two Thirds (2/3rds) vote of the Board of Directors.

7.2 The rights and obligations of Members and Membership shall be established in the Bylaws of the Corporation, provided that no Class of Membership may be granted a direct or indirect ownership in the assets of the Corporation.

7.3 The Board of Directors by unanimous vote shall have the authority to eliminate any class or classes of Membership in its discretion.

ARTICLE 8 **INITIAL BOARD OF DIRECTORS**

8.1 There shall be six (6) directors on the initial Board of Directors.

8.2 The method of election of the Board of Directors shall be stated in the bylaws.

8.3 The names and addresses of the initial members of the board of Directors are:

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<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Andrew DeVito	c/o Smith Barney 8889 Pelican Bay Blvd., Ste. #300 Naples, FL 34108	President / Co-Chairman
Mark Coleman	5679 Naples Blvd. Naples, FL 34109	Vice President/ Co-Chairman
Andrew Tretter	c/o Quarles & Brady LLP 1395 Panther Lane, Ste #300	Vice President / Director
Bob Beatmon	P.O. Box 802002 Aventura, FL 33280	Vice President / Director
Bob Grammen	c/o EFO 9180 Galleria Ct., Ste. 600 Naples, FL 34109	Vice President / Director
Stephen Coleman	5679 Naples Blvd. Naples, FL 34109	Secretary / Treasurer

ARTICLE 9 **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.

ARTICLE 10 **AMENDMENT OF BYLAWS**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE 11 **AMENDMENT OF ARTICLES OF INCORPORATION**


These Articles of incorporation may be amended, altered and/or restated only by the affirmative unanimous vote of the members of the Board of Directors.

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ARTICLE 12

The sole incorporator of the Corporation is Kimberley A. Belcastro. The complete business address of the sole incorporator is c/o Quarles and Brady, LLP, 1395 Panther Lane, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 21st day of August, 2008.


KIMBERLEY A. BELCASTRO
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is THE LEGEND CLUB CHARITABLE FOUNDATION, INC.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK, INC., 1395 Panther Lane, Naples, FL 34109.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NAPLES-LAWDOCK, INC.
Registered Agent

By: 
Benjamin B. Brown
Its: Vice President

Date: 8/21/08

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