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ACCOUNT NO. : 072100000032

REFERENCE : 786425 80576A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 10, 2008

ORDER TIME : 10:07 AM

ORDER NO. : 786425-005

CUSTOMER NO: 80576A

DOMESTIC FILING

NAME: PALM BEACH BASKETBALL
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PALM BEACH BASKETBALL 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.

ARTICLE I. NAME OF CORPORATION

The name of the corporation is the Palm Beach Basketball Association, Inc.

ARTICLE II. PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation is located at 18573 S.E. Seagrape Lane, Tequesta, FL 33469.

ARTICLE III. MAILING ADDRESS

The mailing address of the corporation is 18573 S.E. Seagrape Lane, Tequesta, FL 33469.

ARTICLE IV. REGISTERED AGENT

The name of the registered agent of the corporation is Gennaro F. Maffei. The address of this registered agent is 18573 S.E. Seagrape Lane, Tequesta, FL 33469.

ARTICLE V. DURATION/MEMBERSHIP

The duration of the corporation is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

ARTICLE VI. BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be as stated in the bylaws. The initial Board of Directors shall consist of Gennaro F. Maffei, 18573 S.E. Seagrape Lane, Tequesta, FL 33469, and Josias St. Hilaire, 7270 Spinnaker Bay Drive, Lake Worth, FL 33467.

ARTICLE VII. INCORPORATORS

The name and address of the incorporators are: Gennaro F. Maffei, 18573 S.E. Seagrape Lane, Tequesta, FL 33469; and Josias St. Hilaire, 7270 Spinnaker Bay Drive, Lake Worth, FL 33467.

ARTICLE VIII. CORPORATE PURPOSES

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

1. This corporation is formed exclusively for charitable and education purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any later United State Interval Revenue law.
2. The specific purpose for this corporation is the formation of basketball teams and leagues to encourage youth and young adults to become more self reliant, better citizens through sports participation, competition and accomplishment; and to obtain facilities for the use of such teams in cooperation with other organizations having such facilities and similar objectives. .
3. 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, association, trusts, institution foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively charitable and education purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these 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 later United States Internal Revenue Code.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **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.
4. **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 X. "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 State 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.
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.

ARTICLE XI. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit of 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 gifts to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XII. ACTION BY WRITTEN CONSENT

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII. MEETINGS BY CONFERENCE TELEPHONE

The Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE XIV. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all the Directors sign a written statement manifesting their intention that a certain amendment of these articles of incorporation is made.

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation this 5th day of November, 2008.

GENNARO F. MAFFEI

~~GESIAS ST HILARE~~

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and

County set forth above, personally appeared GENNARO F. MAFFEI and JOSIAS ST.

HILAIRE, personally identified by Florida Driver's License

No. M 100 286 573 240 and Florida Driver's License No.

S 346 420 74 2170, respectively, and known to me to be the persons who executed the foregoing Articles of Incorporation, who did not take an oath, and they

acknowledged before me that they executed these Articles of Incorporation.

(Notary Seal)

Notary Public State of Florida at Large
My Commission Expires:

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for PALM BEACH BASKETBALL
ASSOCIATION, INC., a Florida not for profit corporation.

Gennaro F. Maffei

Date: 11-5-2008

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TALLAHASSEE, FLORIDA