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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Jennifer Capriati Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE JENNIFER CAPRIATI FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: The Jennifer Capriati Foundation, Inc. The principal place of business and mailing address is: 5435 Blue Heron Lane, Wesley Chapel, Florida 33543.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, including, for such purposes providing grants to other charitable organizations, including, but not limited to, charitable organizations that support the education and healthcare of youth.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

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ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 4221 W. Boy Scout Blvd., Suite 1000, Tampa, Florida 33607, and the name of its initial registered agent at such address is CFRA, LLC, a Florida limited liability company.

ARTICLE VI
Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Jennifer Capriati	5435 Blue Heron Lane Wesley Chapel, FL 33543
Steven Capriati	4221 W. Boy Scout Blvd. Suite 1000 Tampa, FL 33607
Molly Nye	2802 W. Cleveland Street Unit J Tampa, FL 33609

ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Cristin C. Keane	4221 W. Boy Scout Blvd. Suite 1000 Tampa, Florida 33607

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

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ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 2nd day of December, 2008.



Cristin C. Keane
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this 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 duties and obligations of my position as registered agent.

Dated this 2nd day of December, 2008.

CFRA, LLC,
a Florida limited liability company

By: 
Cristin C. Keane

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