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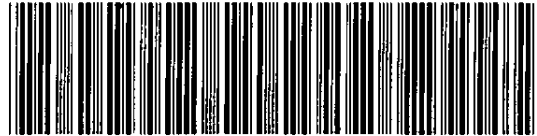
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MCKINLEY, ITTERSAGEN, GUNDERSON,
BERNTSSON, WAKSLER & WIDEIKIS, LLP

ATTORNEYS AT LAW

ROBERT C. BENEDICT
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SCOTT D. ITTERSAGEN
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February 4, 2009

18401 MURDOCK CIRCLE
PORT CHARLOTTE, FLORIDA 33948
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TELEFAX (941) 255-0684
E-MAIL

1861 PLACIDA ROAD, SUITE 204
ENGLEWOOD, FLORIDA 34223
(941) 474-7713
TELEFAX (941) 474-8276
E-MAIL

Reply To: Englewood

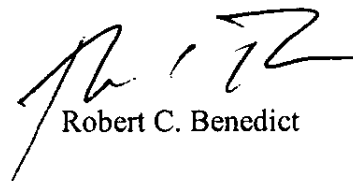
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Lemon Bay Basketball Foundation, Inc.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation of the above-referenced corporation, to be filed with your office. We have also enclosed our check in the amount of \$78.75 to cover the filing fee and certificate of status. Thank you in advance for your assistance.

Sincerely,



Robert C. Benedict

RCB/jd
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

LEMON BAY BASKETBALL FOUNDATION, INC.

A Not for Profit Florida Corporation

The undersigned incorporator has executed these Articles of Incorporation for the purpose of incorporating a Florida not for profit corporation as set forth in Chapter 617 of the Florida Statutes and adopts the following Articles of Incorporation for such corporation:

ARTICLE I. - NAME

The name of this corporation is **LEMON BAY BASKETBALL FOUNDATION, INC.**

ARTICLE II. -PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1861 Placida Road, Suite 204, Englewood, Florida 34223.

ARTICLE III. - PURPOSES

A. General Objects and Purposes. The objects and purposes for which this corporation is established are solely for those exempt purposes as defined in Section 501(c)(3) of the Internal Revenue Code, and specifically do not include pecuniary profit, gain or private advantage for the incorporators, directors, officers, or for the corporation, and it is organized solely for charitable, educational and athletic purposes. No part of the assets or income of the corporation shall inure to the benefit of any private individual, no substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding that, this corporation shall be authorized to and shall make reasonable charges for any services rendered by it or for materials or publications furnished by it, all funds received by this corporation for its services, materials, or publications or otherwise in excess of the cost of its operation shall be held in trust for the accomplishment of its objects and purposes. Such objects and purposes may include, insofar as they are within the limitations of Section 501(c)(3) of the Internal Revenue

Code, and the general nature of the business of the corporation shall be:

1. The purpose of LEMON BAY BASKETBALL FOUNDATION, INC. is to organize, fund and operate local youth basketball teams who will play against similar teams from nearby communities.

2. 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 athletic purposes, no part of the net earnings of which inures to the benefit of any private individual, and no substantial part of the activities of which is carrying on of propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment 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, institutions, foundations, or governmental bureaus, departments or agencies.

B. Powers. Subject to the limitations on powers set forth in the next succeeding paragraph hereof, the corporation shall have and exercise all powers necessary for, incidental to, desirable for, or useful or convenient in carrying out its objects and purposes. These powers, except as so expressly limited hereafter, shall include, but shall not be limited to, the following:

1. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned.

2. To borrow and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation.

3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the corporation's Board of Directors shall deem advisable and as may be permitted by law.

4. To purchase, contract for, or otherwise acquire in any manner, to hold, own and to sell, lease, rent, mortgage, pledge and otherwise dispose of or encumber any and all classes of property whatsoever, whether real, personal or mixed, or any interest therein, and to develop, improve, subdivide, cultivate, farm, and otherwise work, manage, operate and control the same.

5. To carry on educational and charitable work under the rules and regulations of the Bylaws and to donate any amount of money or property in the discretion of the Board of Directors to any institution or organization who, by reason of its charitable, athletic or educational nature has been held to be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code or any amendment thereto.

6. To exercise all the powers conferred upon corporations under the laws of the State of Florida in order to accomplish its charitable, athletic and educational purposes, including but not limited to the power to accept donations of money or property or any interest therein, whether real or personal.

7. To have perpetual succession by its corporate name

8. To sue, be sued, complain and defend in its corporate name.

9. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

10. To purchase, take, receive, lease, or otherwise deal in and with real or personal property or in any other interest therein, wherever situated.

11. To sell, convey, mortgage, pledge, lease, exchange, transfer, option and otherwise dispose of all or part of its property and assets.

12. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, not for profit corporations, associations, trusts, partnerships, limited partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district

or municipality or of any instrumentality thereof.

13. To make contracts, including contracts of guaranty, suretyship and indemnification and to incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage, deed of trust, security agreement, pledge or other encumbrance of all or any of its property, franchises and income.

14. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for payment of funds so loaned or invested.

15. To conduct its affairs, carry on its operations, and have offices and exercise its powers within or outside of the State of Florida.

16. To elect or appoint officers and agents of the corporation, who may be directors, and to define their duties and to fix their compensation, if any.

17. To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration, regulation and management of the affairs of the corporation.

18. To make donations for the public welfare or for charitable, athletic or educational purposes.

19. To cease its corporate activities.

20. To be a promoter, incorporator, partner, member of any corporation, partnership, joint venture, trust or other enterprise, whether for profit or not.

C. Related Objects and Purposes. The corporation shall engage in any and all other activities of any type whatsoever conferred by the laws of the State of Florida and growing out of, related to or in any manner whatsoever connected with any of the objects and purposes described in these Articles. Notwithstanding the foregoing, this corporation shall not have, nor exercise any power of authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in activities which would prevent it from qualifying and continuing to qualify under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE IV. - BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors and such officers,

committees, agents and employees as the directors may from time to time appoint. The number of initial directors shall be three (3) and shall never be more than seven (7) nor fewer than three (3). The manner in which the directors are elected or appointed shall be provided for in the by-laws. The name and address of each person who is to serve as an initial director is as follows:

Judy Wojcik, 9176 Spring Valley Road, Englewood, Florida 34224

Tom Smith, 1961 Wisconsin Avenue, Englewood, Florida 34223

David Lipstein, 1820 Gulf Boulevard, Englewood, Florida 34223

Mark Dungan, 89 Broadmoor Lane, Rotonda West, Florida 33947

Michele Smith, 2751 Avenue of the Americas, Englewood, Florida 34224

Rick Peitz, 11639 Claremont Drive, Port Charlotte, Florida 33981

ARTICLE V. - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Robert C. Benedict, 1861 Placida Road, Suite 204, Englewood, FL 34223-4949

ARTICLE VI. - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Robert C. Benedict, 1861 Placida Road, Suite 204, Englewood, FL 34223-4949

ARTICLE VII. - INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article III hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal

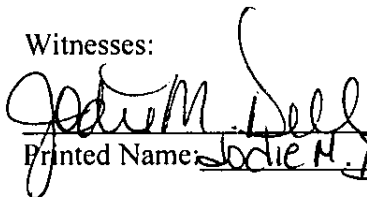
income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

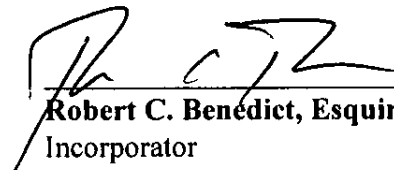
ARTICLE VIII. - DISSOLUTION

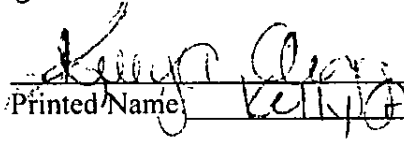
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of February, 2009.

Witnesses:


Printed Name: Jodie M. Dell

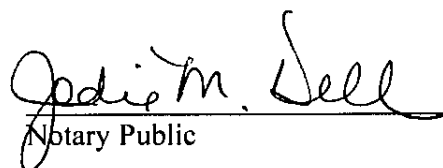

Robert C. Benedict, Esquire
Incorporator


Printed Name: Kelly A. Clegg

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 4th day of February, 2009, by **Robert C. Benedict, Esquire**, who is personally known to me, or has produced _____ as identification, and who did take an oath.




Notary Public

**CERTIFICATE DESIGNATING A REGISTERED AGENT
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

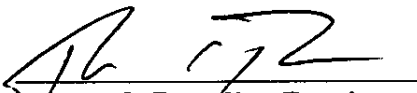
In compliance with Section 48.091, Florida Statutes, the following is submitted:

LEMON BAY BASKETBALL FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 1150 Timber Trail, Englewood, County of Sarasota, State of Florida, has designated **Robert C. Benedict, Esquire**, whose street address is 1861 Placida Road, Suite 204, Englewood, Florida 34223-4949, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

Dated this 4th day of February, 2009.


Robert C. Benedict, Esquire
Registered Agent

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