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FLORIDA PROFIT/NON PROFIT CORPORATION

BAY COUNTY MULTIPLE SPORTS CLUB, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
FOR
BAY COUNTY MULTIPLE SPORTS CLUB, INC.,
a Corporation Not for Profit**

ARTICLE I: Name.

The name of the corporation shall be known as Bay County Multiple Sports Club, Inc.

ARTICLE II: Principal Office.

The initial principal office of the corporation shall be 1311 Balboa Ave., Panama City, FL 32401. The principal office of the corporation may be changed from time to time as provided in the Bylaws.

ARTICLE III: Purpose.

The purposes for which the corporation is to be formed are as follows:

- (A) To conduct activities that are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any further United States Internal Revenue Law);
- (B) To organize, operate and maintain clubs in public schools in Bay County to provide opportunities to allow children to learn, practice and participate in recreational athletics and sports, and pursuant to such educational purpose to encourage physical fitness through competition in such sporting activities among children;
- (C) To organize fund-raising events, solicit donations, apply for private and public grants in aid of such purposes; and
- (D) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

ARTICLE IV: Manner of Election

The manner of election of the officers and directors of the corporation shall be specified in the Bylaws.

ARTICLE V: Initial Registered Agent and Street Address

Fax Audit #H09000082909 3

Fax Audit #H09000082909 3

The name and street address of the initial registered agent is Roland W. Kiehn, 220 McKenzie Avenue, Panama City, FL 32401.

ARTICLE VI: Incorporator

The names and addresses of the incorporator is Timothy Moriarty, 221 E. 23rd St., Panama City, FL 32405.

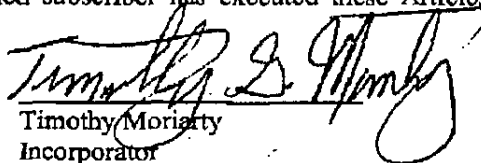
ARTICLE VII: Dissolution

In the event of liquidation or dissolution of the corporation whether voluntary or involuntary, the corporation shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder as the same now exists as they hereafter may be amended from time to time.

ARTICLE VIII: Other Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, the members of the Board of 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 payments and distributions in furtherance of the objects and purposes set forth herein. 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 concerning) 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 other activity not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170 of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of April, 2009.


Timothy Moriarty
Incorporator

Fax Audit #H09000082909 3

Fax Audit #H09000082909 3

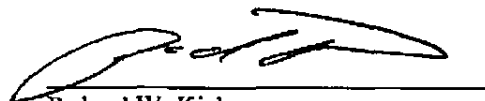
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

**BAY COUNTY MULTIPLE SPORTS CLUB, INC.,
a Corporation Not for Profit**

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.

Dated this 9th day of April, 2009.



Roland W. Kiehn
Registered Agent

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