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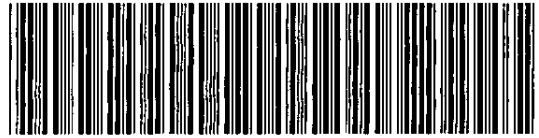
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TALLAHASSEE, FLORIDA

EP 6/4/09



LAW OFFICES OF

STADLER & HARRIS, P.A.

Richard E. Stadler
Elizabeth Siano Harris
Of Counsel
Katherine Wyatt
Paralegal
Lori A. Hurd
Paralegal

June 1, 2009

Secretary of State
Corporate Division
The Capital
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
GRACE BASKETBALL MINISTRY, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for GRACE BASKETBALL MINISTRY, INC.. In addition, my check in the amount of \$78.75 is enclosed to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
Total	\$ 78.75

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Very truly yours,

Richard E. Stadler

ARTICLES OF INCORPORATION
OF
GRACE BASKETBALL MINISTRY, INC.

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TALLAHASSEE, FLORIDA

The undersigned hereby subscribe to these Articles of Incorporation and execute same for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be GRACE BASKETBALL MINISTRY, INC., a Corporation not for profit.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and religious purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, trustee, director, officer or individual.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3), or by a corporation qualified as a public charity under Section 509(a)(1) of the Internal Revenue Service Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereafter collectively referred to as the "Code").

The general purpose of the Corporation shall be to share the Gospel of Jesus Christ to the community at large with a primary focus to introduce young men and women in the 7th through the 10th grade to the saving knowledge of Jesus Christ. The corporation wants to help groom the walk of those players who have already made a commitment to Jesus Christ through Upward and other events. The mission is to improve the physical, mental and spiritual health of each participant through fair and competitive competition, to develop and model good sportsmanship and character with an emphasis on teaching the fundamentals of basketball to improve the skill level of each player.

No substantial part of the activities of the Corporation shall consist of carrying on 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.

ARTICLE IV - DISSOLUTION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property and assets shall be conveyed to such other not for profit corporation as the Board of Directors of the Corporation may determine, provided that such other not for profit corporation is operated for purposes similar to those of this corporation. In no event shall the assets and property of the Corporation be sold or transferred to any corporation organized for profit.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation is 1748 Guldahl Drive, Titusville, FL 32780. The mailing address for the corporation is the same.

ARTICLE VI - POWERS

The corporation shall possess and may exercise all of the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of the State of Florida, together with all powers necessary and convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation.

ARTICLE VII - MEMBERS

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE VIII - DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors consisting of no less than three (3) members. The number of directors, their term, election and qualification shall be as provided in the by-laws. The name and address of the initial directors is as follows:

- | | |
|------------------------|--|
| CHRISTOPHER M. CARDONE | 1748 Guldahl Drive
Titusville, FL 32780 |
| LORI A. CARDONE | 1748 Guldahl Drive
Titusville, FL 32780 |
| KIRK T. CARDONE | 511 Poinsettia Road
Melbourne Beach, FL 32951 |

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ARTICLE IX - INCORPORATORS

The name and address of the initial incorporators of this corporation are as follows:

CHRISTOPHER M. CARDONE	1748 Guldahl Drive Titusville, FL 32780
LORI A. CARDONE	1748 Guldahl Drive Titusville, FL 32780
KIRK T. CARDONE	511 Poinsettia Road Melbourne Beach, FL 32951

ARTICLE X - REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is as follows:

CHRISTOPHER M. CARDONE	1748 Guldahl Drive Titusville, FL 32780
------------------------	--

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII - BY-LAWS

The By-Laws of the Corporation shall be adopted, altered, amended or repealed only by the vote of the majority of the members of the Board of Directors, except that the initial By-Laws may be adopted by a majority vote of the Incorporators of this Corporation.

ARTICLE XIII - AMENDMENT

Amendments to these Articles of Incorporation may be made and adopted only by the vote of at least two-thirds (2/3) of the current members of the Board of Directors. Amendments shall be effective when a copy thereof has been filed with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 29 day of May, 2009.

Christopher M. Cardone
CHRISTOPHER-M. CARDONE

Lori A. Cardone
LORI A. CARDONE

Kirk Cardone
KIRK T. CARDONE

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER M. CARDONE, who produced his driver's license for identification and who took an oath, and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same, this 29 day of May, 2009.

(S E A L)



Richard E. Stadler
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared LORI A. CARDONE and who produced her driver's license for identification and who took an oath, and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same, this 29 day of May, 2009.

(S E A L)

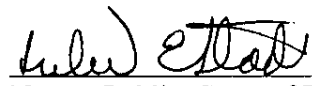


Richard E. Stadler
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared KIRK T. CARDONE, who produced his driver's license for identification and who took an oath, and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same, this 29 day of May, 2009.

(S E A)  RICHARD E. STADLER
Commission DD 813259
Expires August 12, 2012
Bonded Thru Troy Fahn Insurance 800-385-7011



Notary Public, State of Florida
My Commission Expires:

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for GRACE BASKETBALL MINISTRY, INC. and agrees to perform all duties and accept all responsibilities imposed by law.


CHRISTOPHER M. CARDONE

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER M. CARDONE who produced his driver's license for identification and who took an oath, and who executed the foregoing Acceptance of Registered Agent and acknowledged before me that he executed the same, this 29 day of May, 2009.


Notary Public, State of Florida

(SEAL)

My Commission Expires:



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