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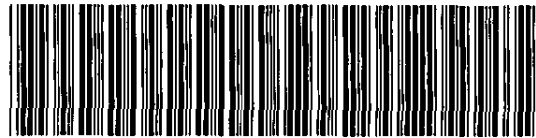
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INC

1.

PIRATE Athletic Hall of Fame, INC
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

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SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
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Resubmitting
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 6, 2012

CORPORATE ACCESS, INC.

SUBJECT: PIRATE ATHLETIC HALL OF FAME, INC.
Ref. Number: W12000056269

We have received your document for PIRATE ATHLETIC HALL OF FAME, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

You must list at least one incorporator with a complete business street address.

Please list the street address of each officer/director.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 512A00026925

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EFFECTIVE DATE 01/01/13

ARTICLES OF INCORPORATION

OF

PIRATE ATHLETIC HALL OF FAME INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 DEC 10 AM 8:58

The undersigned incorporators for the purpose of forming a corporation not for profit pursuant to Florida Statutes Chapter 617, hereby adopt the following Articles of Incorporation.

Article I
Name

The name of this corporation is:

PIRATE ATHLETIC HALL OF FAME, INC.

Article II
Corporate Purposes

1. The corporation is organized as a not-for-profit corporation.
2. The corporation is organized exclusively for religious, charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws (The "Code").
3. This corporation shall not operate for any purpose other than for its exempt purpose. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.
4. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this corporation is authorized to pay reasonable compensation for service rendered and to make distributions in furtherance of its exempt charitable purposes.
5. No substantial part of the activities of this corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.
6. On liquidation or dissolution of this corporation, all properties and assets of this corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to the Pinellas County Educational Foundation Inc or to such other fund, foundation, or corporation organized and operated for charitable, educational, scientific or religious purposes as the Board of Directors

shall determine, and as shall qualify as a tax exempt organization under Section 501 (c) (3) of the Code, or to the federal or state government for public purpose.

7. During all times, the corporation is a private foundation within the meaning of Section 509 of the Code:
- a. The corporation shall distribute its income each taxable year at such time and in such manner as not to become to subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal law.
 - b. The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal law.
 - c. The corporation shall not retain any excess business holding as defined in Section 4943 (c) of the Code, or corresponding provisions of any subsequent federal tax law.
 - d. The corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax law.
 - e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax law.

Article III
Effective Date

The effective date of the corporation shall be January 1, 2013.

Article IV
Registered Office and Agent

The street address of the registered office of this corporation is:

669 First Avenue North
St. Petersburg, Florida 33701

The name of the registered agent of this corporation at that address is:

Joseph H. Lang

Article V
Principal Office

The principal office of this corporation is

Pirate Athletic Hall of Fame Inc.
6144 - 10th Avenue South
Gulfport, Florida 33707

Article VI
Mailing Address

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DIVISION OF CORPORATIONS

The mailing address of the corporation is:

12 DEC 10 AM 8:58

6144 - 10th Avenue South
Gulfport, Florida 33707

Article VII
Board of Directors

The affairs of the corporation shall be managed by a Board of Directors consisting of no fewer than 9 individuals elected annually by the Board of Directors. The corporation shall initially have 3 directors. The individuals who shall serve as members of the initial Board of Directors until their successors in office are duly elected or appointed and qualify are:

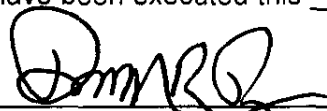
William Gray - 11628 Grove Street North, Seminole, Florida 33772
David Punzak - 1310 - 45th Avenue North, St. Petersburg, Florida 33703
Randy Shuman - 10498 Valencia Way, Seminole, Florida 33772

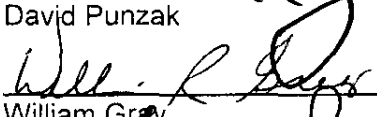
Article VIII
Incorporators

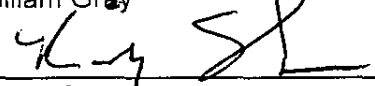
The name and addresses of the incorporators are:

David Punzak - 1310 - 45th Avenue North, St. Petersburg, Florida 33703
William Gray - 11628 Grove Street North, Seminole, Florida 33772
Randy Shuman - 10498 Valencia Way, Seminole, Florida 33772

IN WITNESS WHEREOF these Articles of Incorporation have been executed this ____
day of November, 2012.



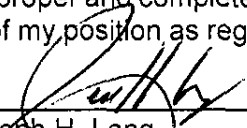
David Punzak


William Gray


Randy Shuman

Registered Agent
Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for PIRATE ATHLETIC HALL OF FAME INC at the place designated in the foregoing Articles of Incorporation, 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 obligations of my position as registered agent.



Joseph H. Lang
Registered Agent