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CHAMPS Middle School Foundation, Inc.

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**Articles of Incorporation
Of
CHAMPS Middle School Foundation, Inc.**

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The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is as follows:

CHAMPS Middle School Foundation, Inc. (the "Corporation").

Article 2. Address. The address of the principal office and the mailing address of the Corporation are 5432 Deerbroke Creek, Circle, #5, Tampa, Florida 33624.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 6239 Duck Key Court, Tampa, Florida 33625, and the name of its initial Registered Agent at that address is Dennis A. Casazza.

Article 4. No Members. The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

Article 5. Not For Profit. The Corporation is organized as an amateur youth athletic program, exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) and 501(j) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its

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members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Purposes. The Corporation is organized as an amateur youth athletic program, and shall be operated exclusively for charitable and educational purposes and to support and develop amateur youth athletes for participation in middle school sports organizations within the meaning of Sections 501(c)(3) and 501(j) of the Code.

Article 8. Powers. Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to, said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

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Article 9. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code.

Article 10. Additional Limitations and Requirements.

A. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article 7 (Purposes) hereof.

B. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of subsequent federal tax laws.

C. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

D. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

E. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

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F. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article 11. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

Article 12. Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors are the addresses are listed below:

Haywoode Workman
8350 Savannah Trace, #208
Tampa, Florida 33615

Gregg Gruhl
5432 Deerbrooke Creek Circle, #5
Tampa, Florida 33624

Dennis A. Casazza
6239 Duck Key Court
Tampa, Florida 33625

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Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

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Article 13. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 14. Incorporator. The name and street address of the Incorporator is as follows:

Mark A. Catchur
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

Article 15. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 16. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article 17. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 18. Commencement of Corporate Existence. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on October 7, 2013.


Mark A. Catchur, Incorporator

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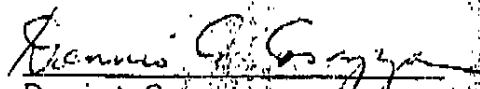
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 617 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is CHAMPS Middle School Foundation, Inc.
2. The name and address of the registered agent and office are:

Dennis A. Casazza
6239 Duck Key Court
Tampa, Florida 33625

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Dennis A. Casazza

Date: October 7, 2013

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