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DIVISION OF CORPORATIONS  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
PINELLAS LACROSSE ALLIANCE, INC.**

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AUG 31 2017

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**ARTICLES OF INCORPORATION  
OF  
PINELLAS LACROSSE ALLIANCE, INC.**

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:

**PINELLAS LACROSSE ALLIANCE, INC.**

**Article 2. Address.** The address of the principal office and the mailing address of the Corporation is 28100 US Highway 19 N, Suite 300, Clearwater, Florida 33761.

**Article 3. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, and the name of its initial Registered Agent at that address is Robert R. Warchola.

**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 for purposes of providing organizational, logistical, operational, financial and funding support and sponsorship of lacrosse programs within Pinellas County, Florida, including without limitation high school lacrosse programs sponsored by or affiliated with public schools under the jurisdiction of the School Board of Pinellas County, Florida, and for charitable and educational purposes in order to foster national youth amateur athletic competition 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 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 of the Corporation is perpetual.

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**Article 7. Purposes.** The Corporation is organized as a not-for-profit corporation, for the purpose of providing organizational, logistical, operational, financial and funding support and sponsorship of lacrosse programs within Pinellas County, Florida, including without limitation high school lacrosse programs sponsored by or affiliated with public schools under the jurisdiction of the School Board of Pinellas County, Florida and promoting the sport of lacrosse exclusively for charitable and educational purposes and to foster national youth amateur athletic competition within the meaning of Sections 501(c)(3) and 501(j) of the Code.

**Article 8. Powers.** In connection with 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, 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.

**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) and 501(j) 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) and 501(j) 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 attempt to influence legislation or participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**Article 10. Additional Limitations and Requirements.** 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

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authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth herein.

**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 listed below:

- Paul Metzheiser
- Xavier Pujol
- Kerry Dano
- John Matzke

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.

**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:

Robert R. Warchola  
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 resolves 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 & Incorporation on August 30, 2017.

  
Robert R. Warchola

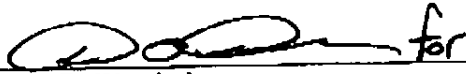
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 617 and Section 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 and registered agent of the Corporation in the State of Florida.

1. The Name of the Corporation is Pinellas Lacrosse Alliance, Inc.
2. The name and address of the registered agent and the address of the registered office of the Corporation are as follows:

Robert R. Warchola  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the foregoing 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 obligations of my position as registered agent

  
Robert R. Warchola  
Registered Agent  
Dated: August 30, 2017