

BERGER & DAVIS, P.A.  
ATTORNEYS AT LAW

N95000000162

January 6, 1995

Secretary of State  
State of Florida  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

9000013747000  
-01/10/95--01067--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: WESTERN AREA FOOTBALL LEAGUE, INC., A Not For Profit  
Corporation

Gentlemen:

Enclosed herewith are:

1. One executed original and a xerox copy of Articles of  
Incorporation of Western Area Football League, Inc.

2. Our check in the amount of \$122.50 in payment of the  
following:

- (a) filing fee in the amount of \$35.00;
- (b) certified copy in the amount of \$52.50; and
- (c) registered agent fee in the amount of \$35.00.

If you have any questions, please telephone.

Very truly yours,

BERGER, SHAPIRO & DAVIS, P.A.

  
Laz L. Schneider

LLS:mw

Enclosures

N.P.  
900013747000  
1/12/95  
N95-162

FILED  
1995 JAN -9 11 9 25  
TALLAHASSEE, FL

ARTICLES OF INCORPORATION  
OF  
WESTERN AREA FOOTBALL LEAGUE, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
JAN 10 1975  
CLERK OF COURT  
JAN 10 1975  
CLERK OF COURT

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is WESTERN AREA FOOTBALL LEAGUE, INC.

ARTICLE II

ADDRESS

The address of the principal office of the Corporation is 504 Lakeside Circle, Sunrise, Florida 33326.

The Corporation's mailing address is P. O. Box 290912, Ft. Lauderdale, Florida 33329.

ARTICLE III

PURPOSE

The exclusive purposes for which this Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively as a tax-exempt organization within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") and to such end, and within such restriction, the Corporation is organized for the following purpose:

To provide for the organization, running and financing of a non-profit football league.

The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Corporation as conferred by the laws of the State of Florida and shall be understood to be in furtherance of, and in addition to, such general powers conferred on corporations not for profit under the provisions of Chapter 617 of the Florida Statutes, as the same may be amended from time to time, or the provisions of any similar law.

#### ARTICLE IV

##### APPOINTMENT OF DIRECTORS

The Directors will be appointed as stated in the Bylaws of the Corporation.

#### ARTICLE V

##### INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until their successors are duly elected and qualified.

The following persons shall constitute the initial Board of Directors of the Corporation:

<u>Name</u>	<u>Address</u>
Michael Gribetz	1900 N. Atlantic Boulevard Villa 3 Ft. Lauderdale, FL 33305
Mark Draizin	P. O. Box 290912 Ft. Lauderdale, FL 33329
Jeanette Draizin	P. O. Box 290912 Ft. Lauderdale, FL 33329

#### ARTICLE VI

##### LIMITATIONS

(1) The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any member, member of the Board of Directors, officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(7) of the Code and its Treasury Regulations as they now exist or as they may hereafter

be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Berger & Davis, P.A., 100 N. E. 3 Avenue, Suite 400, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation is Laz L. Schneider, Esq.

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Mark Draizin	P. O. Box 290912 Ft. Lauderdale, FL 33329

#### ARTICLE VII

##### DISSOLUTION

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds

of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article II hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Code Section 501(c)(7) (or any successor legislation) as the Board of Directors (or in their absence as a court of competent jurisdiction) shall determine. Nothing in these Articles shall be construed to prevent a contributor of endowment funds from specifically designating the entity or entities entitled to receive such funds upon dissolution of Western Area Football League, Inc.; provided, that all such recipient(s) are still in existence and qualify as exempt organization(s) under Code Section 501(c)(7) (or any successor legislation).

#### ARTICLE IX

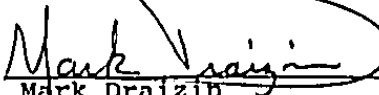
##### POWERS

(A) The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

The Corporation shall have the power to acquire by purchase, gift, lease, devise, bequest or otherwise, real or personal property of any kind, and wherever situate, and improve,

hold, use and manage same; sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of, all or any part of its property, real or personal; make contracts. The Corporation shall incur liabilities and borrow money at such rates of interest as the Corporation shall determine advisable; accept, hold, administer, invest and dispense such funds as may be given to it by any person or corporation and do such other acts as the Corporation shall determine necessary or convenient to effectuate or sustain its corporate purpose.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6 day of January, 1995.

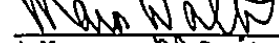
  
Mark Draizin  
INCORPORATOR

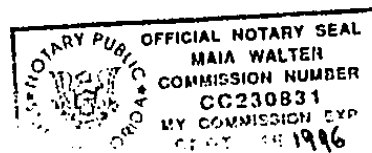
STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF BROWARD                )

Sworn to and subscribed before me this 6 day of January, 1995, by Mark Draizin,

( ) Personally known to me; or  
(X) Produced Identification; Type of Identification  
produced FLA D626-556-59-220-0

NOTARY PUBLIC:

By:   
Print Name: Maia A. Walter  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I heroby accept the appointment as the initial Registered Agent of WESTERN AREA FOOTBALL LEAGUE, INC. as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: January 6, 1995

  
L. L. SCHNEIDER  
Initial Registered Agent

FILED  
1995 MAY -9 PM 9:25  
FBI - MEMPHIS