

1991

^a *Escherichia coli* O157:H7 (EHEC O157) and *Salmonella* Enteritidis (SE).
^b *Escherichia coli* O157:H7 (EHEC O157) and *Salmonella* Enteritidis (SE).

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11. P. 382 3/20/95 195-992

ARTICLES OF INCORPORATION
OF
STUART GYMNASTICS FOUNDATION, INC.

FILED
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The undersigned, acknowledges and files in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit in accordance with the "Florida Not For Profit Corporation Act" of the laws of the State of Florida F.S. Chapter 617, these Articles of Incorporation.

ARTICLE I

CORPORATE NAME

1.1 Name. The name of the Corporation shall be STUART GYMNASTICS FOUNDATION, INC., and the principal office shall be at 502 SE Brookside Terrace, Port St. Lucie, FL 34983.

ARTICLE II

PURPOSES AND POWERS

2.1 Purposes. The purposes for which the Corporation is formed are as follows:

- a) To promote the sport of gymnastics.
- b) To solicit support and aid of the general public in this work.
- c) To promote and conduct programs designed to facilitate youth athletic skills and activities.
- d) To engage in activities seeking to encourage youth participation in athletics.
- e) To develop and carry out activities for the purposes of raising the money to meet expenses and establish funds and otherwise create and support the purposes of the corporation and to manage, invest and disperse such monies in accordance with the non-profit purposes of the corporation.
- f) To buy, purchase, own or acquire by gift, devise, purchase or otherwise, personal property and real estate and interests therein, together with such buildings, fixtures and equipment as would be necessary or desirable for the use and occupation of this corporation, and necessary or advantageous in the carrying out of its purposes.
- g) To invest any funds held by the corporation, to lease, mortgage, encumber and sell any such personal or real property, as may be deemed advantageous.

- h) To borrow money and secure payment of same by mortgage or lien upon its real estate and other property and generally to do all and everything lawful and proper, which may be necessary or expedient to the accomplishment of any purpose or the attainment of any of the objects herein set forth, no matter how remotely connected.
- i) The corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes and all amendments subsequent thereto, together with such other additional powers as shall be reasonably co-existent and appropriate and necessary for the full use and proper management of the corporation or any of its purposes; provided however, that this corporation in exercising any one or more of its powers, shall do so in furtherance of the exempt purposes for which it has been organized, and as described in the Internal Revenue Code, and provisions herein, which conflict with those purposes and would render the corporation non-exempt, shall be treated as void and of no effect.

2.2 Powers. To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued. No part of the income of the Corporation shall be distributed to the members, directors and officers of the corporation.

2.3 Private Foundation Limitations. The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.0105 (2), Florida Statutes, and shall meet all obligations required therein.

ARTICLE III

MEMBERSHIP

3.1 Membership. Any persons having interests consistent with the objectives shall be eligible to apply for membership in accordance with membership criteria established by the Board of Directors and may apply for membership in accordance with the By-Laws.

3.2 Member Participation. The principal right of members is to appoint persons to serve on the Board of Directors as provided in the By-Laws.

ARTICLE IV

PERIOD OF DURATION

4.1 Period of Duration. The Corporation shall have perpetual existence. In the event of dissolution of this Corporation, no part of the Corporation's assets shall inure to the benefit of any member but shall instead be distributed to such charitable organization or organizations selected by the final Board of Directors of the corporation, which organization or organizations must qualify as

charitable organizations under Article 501(c) (3) of the United States Internal Revenue Code of 1986 as the same may be amended.

ARTICLE V

DIRECTORS OF CORPORATION

5.1 Governing Board. The affairs and property of the Corporation shall be managed and governed by a Board of Directors which shall initially be composed of four (4) persons. The number of Directors shall be determined in accordance with the Corporation's By-Laws; however, in no event shall the Board of Directors be composed on less than three (3) persons. The terms of office for a Director shall be one (1) year.

5.2 Initial Directors. The names and addresses of the initial Directors are:

Jeannine York
502 SE Brookside Terrace
Port St. Lucie, FL 34983

Roseann Marquin
3809 SE Quanset Terrace
Stuart, FL 34997

Doreen Wunder
7814 SE Sandshoal Way
Hobe Sound, FL 33455

Tammy Ordway
1185 SW All American Boulevard
Palm City, FL 34990

5.3 Appointment of Directors. The members shall appoint persons to serve on the Board of Directors in accordance with the Class of Members as provided in the By-Laws.

5.4 Powers. All powers exercisable by the Corporation are vested in the Board of Directors. The Directors may create such additional bodies within the Corporation and assign them such powers as the Directors deem appropriate. All such additional bodies shall serve at the pleasure of the Board of Directors. The creation of and assignment of powers to additional bodies shall be provided by the Board of Directors in the By-Laws.

5.5 Removal. A Director may be removed by from the Board in accordance with the provisions of the By-Laws.

ARTICLE VI

BY-LAWS

6.1 Adoption and Amendment. The By-Laws of the Corporation may be adopted and amended by a two-thirds (2/3rds) vote of the Board of Directors.

6.2 Limitation. No By-Law shall be adopted or amended that would place the Corporation in violation of Article 501(c) (6) of the Internal Revenue Code of 1986, as it may be amended from time to time.

ARTICLE VII

NON-STOCK

7.1 No Stock Issued. The Corporation shall not issue stock nor any evidence of ownership of any interest in the Corporation.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

8.1 Registered Office. The initial registered agent office of the Corporation is 2081 East Ocean Boulevard, Suite 2-A, Stuart, Florida 34996.

8.2 Registered Agent. The initial registered agent whose address is identical with the registered office give above is Robert P. Summers, who is a member of the Florida Bar.

ARTICLE IX

INCORPORATOR

9.1 The name and street address of the incorporators signing these Articles of Incorporation are:

Jeannine York
502 SE Brookside Terrace
Port St. Lucie, FL 34983

Roseann Marquin
3809 SE Quanset Terrace
Stuart, FL 34997

Doreen Wunder
7814 SE Sandshoal Way
Hobe Sound, FL 33455

Tammy Ordway
1185 SW All American Boulevard
Palm City, FL 34990

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

10.1 Vote. These Articles of Incorporation may be amended by a three-fourth (3/4th) vote of the Board of Directors except that Article 5.5 shall not be amended except by unanimous vote of the Directors.

10.2 Limitation. No amendment of these Articles shall be made in violation of Article 501(c) (6) of the Internal Revenue Code of 1986, as it may be amended from time to time.

ARTICLE XI

DISSOLUTION AND LIMITATION

11.1 Disposition of Assets. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Article 501(c) (3) or (c) (6) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal State or local Government for exclusive public purpose.

11.2 Limitation on Activities. Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Article 501(c) (6) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law; or, (b) a corporation, contributions to which are deductible under Article 170(c) (2) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law.

11.3 No Personal Inurement. The assets of Corporation shall not inure to the personal benefit of any individual. This limitation shall not be construed to prevent fair payment for services actually rendered to the Corporation by any individual.

IN WITNESS WHEREOF, the undersigned hereto sets his hand and seal this 2nd day of February, 1995.

Jeannine York
JEANNINE YORK

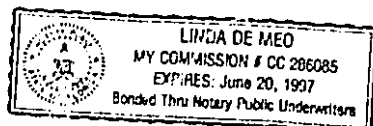
Roseann Marquin
ROSEANN MARQUIN

Doreen Wunder
DOREEN WUNDER

Tammy Ordway
TAMMY ORDWAY

STATE OF FLORIDA
COUNTY OF MARTIN

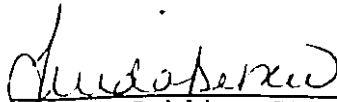
The foregoing instrument was acknowledged before me this 22nd day of February, 1995, by JEANNINE YORK, who is personally known to me or who has produced _____ as identification and who did take an oath.



Linda De MEO
Notary Public, State of Florida
Commission No. _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of February, 1995, by ROSEANN MARQUIN, who is personally known to me or who has produced _____ as identification and who did take an oath.

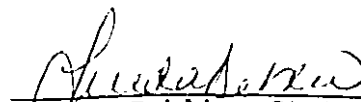


Notary Public, State of Florida
Commission No.
My Commission Expires:



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of February, 1995, by DOREEN WUNDER, who is personally known to me or who has produced _____ as identification and who did take an oath.

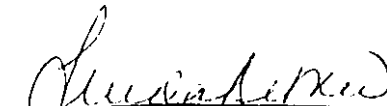


Notary Public, State of Florida
Commission No.
My Commission Expires:



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22nd day of February, 1995, by TANMY ORDWAY, who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public, State of Florida
Commission No.
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENTS UPON WHOM PROCESS MAY BE SERVED


FILED
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In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That STUART GYMNASTICS FOUNDATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 502 SE Brookside Terrace, Port St. Lucie,, Florida 34983 has named ROBERT P. SUMMERS, located at 2081 E. Ocean Boulevard, Suite 2-A, Stuart, FL 34996, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.


ROBERT P. SUMMERS