

Denise Edmunds

(407) 994-1217 5961 Duckhead Circle Boca Raton Florida 33486

N950000/282

March 31, 1995

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Sports Embassy Foundation, Inc.

Gentlemen:

Enclosed please find duly executed Articles of Incorporation for the above corporation along with my check in the amount of \$122.50 to cover charges for filing.

Also enclosed is a letter from Sports Embassy Development Company, Inc. which has a similar name authorizing use of Sports Embassy in our corporate name.

Kindly return a certified copy of the filing to the above address.

Thank you for your courtesies.

Very truly yours,

*Denise Edmunds*  
Denise Edmunds

DE:jj  
Enclosures (3)

RECEIVED  
MAR 17 1995  
14:00

T. BROWN MAR 17 1995

Denise Edmunds

(407) 94-3717 • 5363 Buckhead Circle • Boca Raton • Florida • 33486

March 9, 1995

Attn: Teresa Brown  
Corporate Specialist  
FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Sports Embassy Foundation, Inc.  
Ref. Number: W95000004968

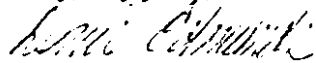
Gentlemen:

Enclosed please find two duly executed corrected copies of Articles of Incorporation for the above corporation along with your letter dated March 7, 1995.

Kindly return a certified copy of the filing to the above address.

Thank you for your courtesies.

Very truly yours,

  
Denise Edmunds

DE:jj  
Enclosures (3)

**SPORTS  
EMBASSY  
DEVELOPMENT COMPANY, INC.**

March 1, 1995

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314


Re: Sports Embassy Foundation, Inc.

Dear Sir:

Please be advised that Sports Embassy Development, Inc., has no objection to the incorporation of Sports Embassy Foundation, Inc., a non-profit corporation.

If you have any questions regarding this incorporation, please do not hesitate to contact the undersigned.

Very truly yours,

  
Rose J. Johnsen  
President

RJj:jj



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

March 7, 1995

DENISE EDMUNDS  
5363 BUCKHEAD CIRCLE  
BOCA RATON, FL 33486

SUBJECT: SPORTS EMBASSY FOUNDATION, INC.  
Ref. Number: W95000004968

We have received your document for SPORTS EMBASSY FOUNDATION, INC. and your check(s) totaling \$122.50. 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. A statement making reference to the bylaws is acceptable.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return 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 (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 095A00010074

ARTICLES OF INCORPORATION  
OF  
SPORTS EMBASSY FOUNDATION, INC.  
{A NON-PROFIT CORPORATION}

FILED  
95 MAR 17 AM 7:55  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation

ARTICLE I

The name of the corporation shall be: SPORTS EMBASSY FOUNDATION, INC.

The initial principal place of business of this corporation shall be: 21218 St. Andrews Boulevard #10-222, Boca Raton, Florida 33433.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The corporation is a non-profit charitable organization formed for the purpose of developing a community project to provide facilities, equipment and services for the physically challenged with a focus on education, medical, medical-related, nutrition, therapy and therapeutic sports-oriented entertainment activity. Further, to serve as a facilitator/landlord of a monetary-support system to financially sustain the corporation in the form of acquiring property and facilities for lease and/or non-profit operation and to conduct fund raising events and such other business and entertainment activity as may be appropriate to carry out the purposes of the corporation allowable under Florida law and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future U.S. Internal Revenue laws.

ARTICLE IV

The qualifications for sponsorships and the manner of their acceptance will be in the form of donations and contributions to the Foundation capital base or operating fund.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is three. Directors are elected as reflected in the Bylaws of the corporation. The names and addresses of the persons who are to serve initially are:

Denise Edmunds: 5363 Buckhead Circle, Boca Raton, FL 33486  
Newton Pitts: 2207 Woodlands Way, Deerfield Beach, FL 33442  
Danny L. Edmunds: 6386 Las Flores Drive, Boca Raton, FL 33433

ARTICLE VI

There shall initially be three officers of the corporation as elected by the Board of Directors. There shall be a President, a Secretary and a Vice President and Treasurer. There may be additional officers as the Board of Directors may determine from time to time. The President shall act as chief executive officer of the corporation and shall upon resolution of the Board of Directors be authorized to execute contracts and other documents on behalf of the corporation. The Vice President shall act in the place of the President when she is not available. The Secretary shall keep the minutes of the corporation. The Treasurer shall record all funds on behalf thereof, and pay the expenses thereof from the assets of the corporation available from time to time. All officers shall have such additional duties as may be determined by the Board of Directors from time to time.

The Officers shall serve at the pleasure of the Board of Directors. The initial officers shall be Denise Edmunds, President, Danny L. Edmunds, Vice President and Secretary, and Newton Pitts, Vice President and Treasurer.

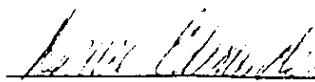
ARTICLE VII

This corporation is organized under a non-stock basis.

ARTICLE VIII

The name and address of the incorporator is: Denise Edmunds, 5363 Buckhead Circle, Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the \_\_\_ day of March, 1995.

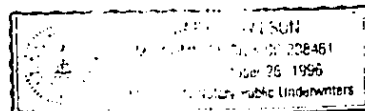


Denise Edmunds

STATE OF FLORIDA                     |  
  | ss.  
COUNTY OF PALM BEACH         |

THE FOREGOING instrument was acknowledged before me this 14 day of March, 1995 by Denise Edmunds, on behalf of the corporation. She is personally known to me or has produced a drivers license as identification and did take an oath. 11 13 5414 5414 00

  
NOTARY PUBLIC



CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
95 MAR 17 AM 7:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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: **SPORTS EMBASSY FOUNDATION, INC.**

2. The name and address of the registered agent and office is:

**DENISE EDMUNDS, 21218 ST. ANDREWS BOULEVARD, BOCA RATON, FLORIDA 33433**

SIGNATURE

TITLE

INCORPORATOR

DATE

March 9, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

DATE

March 9, 1995

**SPORTS  
EMBASSY  
FOUNDATION**

(a Florida non-profit corporation)

N95000001282

January 17, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500001700845  
-01/30/96--01023--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

REFERENCE: SPORTS EMBASSY FOUNDATION, INC.

Gentlemen:

Attached and enclosed two copies of Amendment to the Articles of Incorporation for the above referenced corporation. Please return a conformed copy to the address below.

Our Company check in the amount of \$35.00 is attached hereto for immediate processing of this Amendment.

Thank you.

Sincerely,

*Denise Edmunds*

Denise Edmunds  
President

DE:jj  
Enclosures (2)

FILED  
6 FEB 16 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CY*  
N95000001282





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 1, 1996

DENISE EDMUNDS  
21218 ST. ANDREWS BLVD.  
BOCA RATON, FL 33433

SUBJECT: SPORTS EMBASSY FOUNDATION, INC.  
Ref. Number: N95000001282

We have received your document for SPORTS EMBASSY FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 196A0000454

FILED  
FEB 16 PM 2:52  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
SPORTS EMBASSY FOUNDATION, INC.**

SPORTS EMBASSY FOUNDATION, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida,

DOES HEREBY CERTIFY:

FIRST, that at a meeting of the Board of Directors of Sports Embassy Foundation, Inc., resolutions were proposed setting forth an Amendment to the Articles of Incorporation of said corporation, declaring said Amendment to be advisable.

SECOND, that there are no members entitled to vote, the Board of Directors has the sole authority to vote on matters relating to the Company and its policies.

The Resolution setting forth the proposed Amendment is as follows:

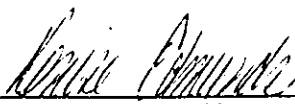
RESOLVED, that notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.


RESOLVED, that upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such purposes.

THIRD, that thereafter, pursuant to the resolutions the Directors voted unanimously in favor of the Amendment to the Articles of Incorporation.

FOURTH that said Amendment was adopted by the Board of Directors on the 15th day of January 1996 pursuant to Florida Statutes.

IN WITNESS WHEREOF, said Sports Embassy Foundation, Inc. has caused this Amendment to be signed by its President, Denise Edmunds and its Assistant Secretary, Rose J. Johnsen, this 15th day of January 1996.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Assistant Secretary

36 FEB 16 PM 2:52

FILED