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TRANSMITTAL LETTER

FILED  
S.S. 17 P.M. 4:34  
RECEIVED  
FLORIDA DEPARTMENT OF STATE  
JULY 17 1995

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

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-07/18/95-01020-010  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: The American Sports Foundation, Inc (A not for profit corporation)  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Thomas Mischetto  
Name (Printed or typed)

63 E. Point Drive  
Address

Sugarloaf Shores, Florida 33044  
City, State & Zip

305-745-3301  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

B. BROWN JUL 19 1995

517-17-34

**Articles of Incorporation  
of  
The American Sports Foundation, Inc.  
A Not For Profit Corporation**

The undersigned, acting as Incorporator of The American Sports Foundation, Inc., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**Article I**

**Name**

The name of the corporation shall be the **American Sports Foundation, Inc.**

**Article II**

**Principal Place of Business and Mailing Address**

The mailing address of the Corporation shall be 63 East Point Drive, Sugarloaf Shores, Florida, 33044.

**Article III**

**Purpose**

The specific and primary purposes for which this corporation is formed are:

- a) The advancement of education of both olympic and non-olympic sports, and any other related or corresponding charitable purposes by distribution of its funds for such purposes.
- b) To promote and develop both olympic and non-olympic sports through comprehensive, educational, developmental, and competition oriented programs, for all levels of participants..
- c) This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## Article IV

### Board of Directors

a) The number of persons constituting the initial Board of Directors shall be three (3). The number of members of subsequent Boards and the manner in which they are elected or appointed shall be determined as provided in Paragraph (c) of this Article and the By-Laws of this Corporation.

b) The names and addresses of the initial Board of Directors are as follows

<u>Name</u>	<u>Address</u>
Thomas Moschetto	63 E Point Drive, Sugarloaf Shores, Florida 33044
Edward Lewczyk, Sr.	1700 SW 7th Street, Boca Raton, Florida 33486-6405
James Montgomery	3355 Bridle Path, Fort Lauderdale, Florida 33331

c) The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such the number be less than three (3). In the event that such a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

d) All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by Law, these Articles of Incorporation, or the By-Laws of the Corporation, or as may be otherwise reserved to the Board of Directors.

## Article V

### Officers

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer, and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be provided by law, these Articles of Incorporation, or the By-Laws of the Corporation, or as may be otherwise reserved to the Board of Directors

## Article VI

### Corporate Powers

The Corporation shall have the power to acquire, own, maintain, and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient for the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

## Article VII

### Limitation of Corporate Powers

- a) No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.
- b) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- c) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## Article VIII

### Distribution of Assets

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## Article IX

### Membership

The classes, rights, privileges, qualifications, and obligations of members of this corporation shall be stated in the By-Laws of this Corporation

### Article X

#### By-Laws

By-Laws shall be adopted, altered, amended, or repealed by majority vote of the Board of Directors and as provided in the By-laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation

### Article XI

#### Initial Registered Agent and Street Address

The name and the street address of the initial registered agent is

Thomas Moschetto  
63 East point Drive  
Sugarloaf Shores, Florida 33044

### Article XII

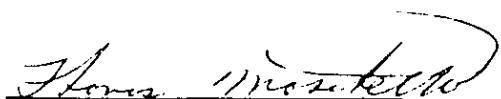
#### Incorporator

The name and street address of the incorporator for these Articles of Incorporation is

Thomas Moschetto  
63 East Point Drive  
Sugarloaf Shores, Florida 33044

*The undersigned incorporator(s) has executed these Articles of Incorporation  
this 10 day of July, 1995.*

Signature of Incorporator:



**Thomas Moschetto**

Typed Name of Incorporator Signing

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: The American Sports Foundation, Inc.  
(must include suffix)  
A NOT FOR PROFIT Corporation

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

Thomas Moschetta  
(Name)  
63 E Point Drive  
(Street address - P. O. Box not acceptable)  
Sugarloaf Shores, Florida 33044  
(City/State/Zip)

*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 obligations of my position as registered agent.*

Thomas Moschetta  
(Signature)

July 10, 1995  
(Date)

Registered Agent filing fee \$35.00