

N95000003731

Gerald S. Rutberg
Attorney and Counselor at Law

5055 South Highway 17-92
P.O. Box 180977
Casselberry, Florida 32718-0977

Telephone (407) 834-4774

July 20, 1995

800001544398
-07/24/95--01092--020
****122.50 ****122.50

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

Re: Altamonte Springs
Youth Sports, a Not-For-Profit Corporation

To Whom it May Concern:

Enclosed is an original and one copy of the above-referenced corporate documents. Please record and respond at your convenience.

Very truly yours,


GERALD S. RUTBERG

GSR/dmd

695-15050
789,634,611,615,671

10/27
7-26-95

FILED
95 AUG -4 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

July 27, 1995

Sandra B. Mortham
Secretary of State

GERALD S. RUTBERG, ESQUIRE
P.O. BOX 180997
CASSELBERRY, FL 32718-0977

SUBJECT: ALTAMONTE SPRINGS YOUTH SPORTS, INCORPORATED
Ref. Number: W95000015050

We have received your document for ALTAMONTE SPRINGS YOUTH SPORTS, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 795A00035539

Gerald S. Rutberg
Attorney and Counselor at Law
5055 South Highway 17-92
P.O. Box 180977
Casselberry, Florida 32718-0977

Telephone (407) 834-4774

July 31, 1995

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

Re: Altamonte Springs
Youth Sports, a Not-For-Profit Corporation

To Whom it May Concern:

Enclosed is an original and one copy of the above-referenced corporate documents, corrected as required, and a copy of your letter of July 27, 1995 indicating receipt of our check for \$122.50 and the reason the documents were initially returned. Please record and respond at your convenience.

Very truly yours,


GERALD S. RUTBERG

GSR/dmd

FILED

ARTICLES OF INCORPORATION

95 AUG -4 AM 10:45

OF
ALTAMONTE YOUTH SPORTS, A NOT-FOR-PROFIT CORPORATION SECRETARY OF STATE
FLORIDA

Article 1. Name. The name of the Corporation is: Altamonte Youth Sports, Incorporated, a not-for-profit Florida corporation, and the principal address is 846 Bay Breeze Lane, Altamonte Springs, Florida 32714.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the corporation is as follows:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to promote sports for youth.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

D. The corporation is expressly restricted from bringing legal action against the City of Altamonte Springs, Florida. Any amendment to this enumerated paragraph D shall only apply prospectively and the City shall be informed of such change in writing prior to the effective date.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
1. <u>Emelia Belford</u>	<u>507 Mockingbird Ln. Altamonte Spr. 32714</u>
2. <u>Doug Berryhill</u>	<u>1808 Crowley Cir. Longwood 32779</u>
3. <u>William R. James</u>	<u>293 South St. Fern Park 32730</u>
4. <u>Peg Russell Ketterer</u>	<u>803 Arlington Blvd. Altamonte Spr.</u>
5. <u>Sarah Reece</u>	<u>846 Bay Breeze Ln. Altamonte Spr. 32714</u>
6. <u>Dick Sienkiewicz</u>	<u>638 Firwood Ct. Altamonte Spr. 32714</u>
7. <u>John Strott</u>	<u>705 Youngstown Pkwy #357 Altamonte Spr. 32714</u>

Article 5. Initial Registered Agent and Office. The initial registered agent is Gerald S. Rutberg and the initial registered office is 5055 S. Highway 17-92 Casselberry, Fl 32707.

Article 6. Initial Board of Directors. The initial Board of Directors shall have 7 members whose names and addresses are:

<u>Name</u>	<u>Address</u>
1. Emelia Belford	507 Mockingbird Ln. Altamonte Spr. 32714
2. Doug Berryhill	1808 Crowley Cir. Longwood 32779
3. William R. James	293 South St. Fern Park 32730
4. Peg Russell Ketterer	803 Arlington Blvd. Altamonte Spr.
5. Sarah Reece	846 Bay Breeze Ln. Altamonte Spr. 32714
6. Dick Sienkiewicz	638 Firwood Ct. Altamonte Spr. 32714
7. John Strott	705 Youngstown Pkwy #357 Altamonte Spr. 32714

The number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directories (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	Sarah Reece	846 Bay Breeze Ln. Altamonte Spr. 32714
<u>Vice President</u>	Doug Berryhill	1808 Crowley Cir. Longwood 32779
<u>Secretary</u>	Emelia Belford	507 Mockingbird Ln. Altamonte Spr. 32714
<u>Treasurer</u>	Sarah Reece	846 Bay Breeze Ln. Altamonte Spr. 32714

Article 8. Incorporators. The names and addresses of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
1. Emelia Belford	507 Mockingbird Ln. Altamonte Spr. 32714
2. Doug Berryhill	1808 Crowley Cir. Longwood 32779
3. William R. James	293 South St. Fern Park 32730
4. Peg Russell Ketterer	803 Arlingotn Blvd. Altamonte Spr.
5. Sarah Reece	846 Bay Breeze Ln. Altamonte Spr. 32714
6. Dick Sienkiewicz	638 Firwood Ct. Altamonte Spr. 32714
7. John Strott	705 Youngstown Pkwy #357 Altamonte Spr. 32714

Article 9. Nonstock Basis: The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not-for-profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 12th day of June, 1995.

Fl. Driver's Lic # K366-576-53-861-2

Sarah Reece
Peg Russell Ketterer

Fl. Driver's Lic # 5522-744-32-419-0

Emelia Belford
John Strott

Fl Driver's Lic # BG40-163-53-362-0

Richard D. Sienkiewicz
William R. James

Douglas L. Ketterer

(Signatures of Incorporators)

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

Before me personally appeared Emelia Belford, Doug Berryhill, William R. James, Peg Russell Ketterer, Sarah Reece, Dick Sienkiewicz, and John Strott, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of June, 1995.

Vinnie A. Coon
Notary Public, State of Florida at Large
My Commission expires:
(SEAL)



VINNIE A. COON
MY COMMISSION # CC324659 EXPIRES
November 21, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Acceptance by registered agent:

[Signature]

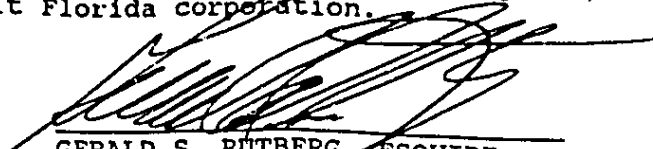
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and responsibilities as registered agent for Altamonte Youth Sports, Incorporated, a not-for-profit Florida corporation.



GERALD S. RUTBERG, ESQUIRE
5055 S. Highway 17-92
Casselberry, Florida 32718
(407) 834-6774
FL Bar #0124673

N95000003731

April 29, 1996

REPLACEMENT FEE 1996

ANNUAL REPORT: ALTAMONTE YOUTH
SPORTS, INCORPORATED

DEBIT MEMO: # 5596-B

CHECK #: 1257

RECEIVED
APR 30 1996
*****5.00



THE UNITED STATES
CORPORATION
COMPANY

N95000003731

ACCOUNT NO. : 072100000032

REFERENCE : 348868 7120568

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 30, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 348868-005

CUSTOMER NO: 7120568

CUSTOMER: Garin Ganzkow, Esq
International Administrative
230 Crown Centre Drive

Longwood, FL 32750

600002159826--7
-04/30/97--01020--005
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: ALTAMONTE YOUTH SPORTS,
INCORPORATED

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
97 APR 30 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H/30
[Signature]

RECEIVED
97 APR 30 AM 10:44
DIVISION OF CORPORATION

AMENDMENT TO ARTICLES OF INCORPORATION
OF
ALTAMONTE YOUTH SPORTS, INCORPORATED

97 APR 30 PM 1:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Altamonte Youth Sports, Incorporated (the "Corporation"), filed with the Florida Secretary of State on August 4, 1995, document number N95000003731, are hereby amended to provide as follows:

- 1 Paragraph C of Article 3 is hereby amended to provide in full as follows

"C No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this article. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code."

- 2 Paragraphs E and F are added to Article 3 and state in full as follows:

"E This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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

F Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal 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 disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

3 This Amendment was adopted by the votes of members of the Corporation sufficient to provide for its approval pursuant to a written consent dated as of April 29, 1997.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation of Altamonte Youth Sports, Incorporated this 29th day of April, 1997

A handwritten signature in cursive script, reading "Sarah Reece", is written over a horizontal line.

Sarah Reece

President

Altamonte Youth Sports, Incorporated