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JON C. KIEFFER
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FILED
97 AUG 11 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA
Telephone (813) 944-2696
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August 7, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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RE: Florida Running Festival, Inc.

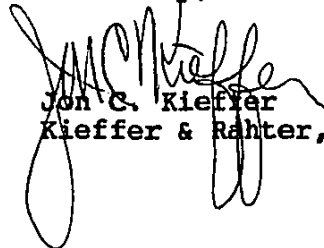
Ladies and Gentlemen:

Enclosed herewith please find the original and one copy of the Restatement of Articles of Incorporation for Florida Running Festival, Inc., along with a check in the amount of \$35.00 to cover the required filing fee.

Please return a copy of the Restatement of Articles of Incorporation to our office showing the date of filing.

Thank you for your assistance in this matter.

Sincerely,


Jon C. Kieffer
Kieffer & Rahter, P.A.

JCK/crr

enclosures

V8 AUG 20 1997

Restated Art.

RESTATEMENT OF ARTICLES OF INCORPORATION

OF

FLORIDA RUNNING FESTIVAL, INC.,

a Florida Not For Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1: NAME

The name of this corporation is Florida Running Festival, Inc., a Florida Not For Profit Corporation.

ARTICLE 2: DURATION

This Not For Profit Corporation shall exist perpetually, commencing as of February 13, 1996.

ARTICLE 3: PURPOSE

This Not For Profit Corporation is organized for the sole purpose of providing funds to selected non-profit charitable organizations which have been organized under IRC Section 501(c)(3). This shall be accomplished by organizing and conducting running events in central Florida, which shall include but not be limited to a unique 10 mile race. This event and other events are intended to advance tourism in the area, to promote community spirit, and to provide an opportunity for dedicated volunteers to serve their community. The corporation will accept contributions which will enable it to conduct events and to increase the amounts it can contribute to other 501(c)(3) organizations.

ARTICLE 4: NET EARNINGS AND ACTIVITIES (AMENDMENT)

No part of the net earnings of the corporation/organization shall inure to the benefit of or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization

exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/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).

ARTICLE 5: REGISTERED AGENT AND PRINCIPAL OFFICE

The registered agent for this Not For Profit Corporation shall be Richard R. Ruzicka. The street address of the registered agent of this Not For Profit Corporation is 7112 - 2nd Avenue S., St. Petersburg, FL 33707. The street address of the initial principal office of this Not For Profit Corporation is Florida Running Festival, Inc., c/o Steve Edwards, 131 - 92nd Avenue, Treasure Island, Florida 33706-3319.

ARTICLE 6: BOARD OF DIRECTORS

This Not For Profit Corporation now has five appointed directors. The names and addresses of the directors of this Not For Profit Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| Richard R. Ruzicka | 7112 - 2nd Avenue S. St. Petersburg, FL 33707 |
| Martin Normile | 615 - 14th Avenue N.E. St. Petersburg, FL 33701 |
| Christopher D. McDonald | 849 Apalachee Dr. N.E. St. Petersburg, FL 33702 |
| Jon C. Kieffer | 6670 - 1st Avenue S. St. Petersburg, FL 33707 |
| Hon. Deanna Farnell | c/o 315 Court St., Rm 484 Clearwater, FL 34616 |

ARTICLE 7: OFFICERS

The names and addresses of the current officers are:

| <u>Name</u> | <u>Address</u> |
|------------------------------------|--|
| Richard R. Ruzicka (President) | 7112 - 2nd Avenue S. St. Petersburg, FL 33707 |
| Martin Normile (Vice President) | 615 - 14th Avenue N.E. St. Petersburg, FL 33701 |

Christopher D. McDonald
(Secretary)

849 Apalachee Drive N.E.
St. Petersburg, FL 33702

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors.

ARTICLE 10: DISSOLUTION AND DISTRIBUTION OF ASSETS (AMENDMENT)

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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.

ARTICLE 11: AMENDMENT

This Not For Profit Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 7th day of August, 1997.



Christopher D. McDonald
Secretary
(Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Not For Profit Corporation at a place designated in these Restated Articles of Incorporation, I hereby agree to act in this capacity pursuant to Chapter 617.0501, Florida Statutes, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.

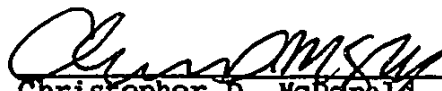
Dated this 7th day of August, 1997.



Richard R. Ruzicka
Registered Agent

CERTIFICATE IN COMPLIANCE WITH
CHAPTER 617.1007, FLORIDA STATUTES

The undersigned officer of the Florida Running Festival, Inc., hereby certifies that the Restated Articles of Incorporation of Florida Running Festival, Inc., dated August 7, 1997, does not require member approval (there are no members) and that the Board of Directors by a majority vote on August 7, 1997, adopted the restatement.


Christopher D. McDonald
Secretary
(Seal)