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NAME: LET US PLAY SPORTS CAMP, INC.

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ARTICLES OF INCORPORATION

OF

LET US PLAY SPORTS CAMP, INC.
(A Nonprofit Corporation)

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is Let Us Play Sports Camp, Inc

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 609 Beach Avenue, Atlantic Beach, Florida 32233.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The 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 the corresponding section of any future federal tax code.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Section 3.3 **Names and Addresses of First Members of the Board of Directors.** The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of their successors are as follows:

Name	Address
Leah D. Barker	609 Beach Avenue Atlantic Beach, FL 32233
Jakson C. Badenhoop	365 Charlemagne Circle Ponte Vedra Beach, FL 32082
Judy Coughlin	24648 Harbourview Drive Ponte Vedra Beach, FL 32082

Section 3.4 **Executive Committee.** The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IV

LIMITATIONS

Section 4.1 **Limitations on Actions.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of this Article. No substantial part of the activities of the 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 these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

DISSOLUTION

Section 5.1 Dissolution. Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. Any such assets not so 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.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F & L Corp.

ARTICLE VII

INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporators of the corporation are as follows:

Name	Street Address
Leah D. Barker	609 Beach Avenue Atlantic Beach, FL 32233
Jakson C. Badenhoop	365 Charlemagne Circle Ponte Vedra Beach, FL 32082
Judy Coughlin	24648 Harbourview Drive Ponte Vedra Beach, FL 32082

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 1st day of March, 1996.

Leah D. Barker, Incorporator

Jackson C. Badenhoop, Incorporator

Judy Coughlin, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

F & L Corp., Registered Agent

Charles V. Hedrick

Charles V. Hedrick, Authorized Signatory

Date: March 5, 1996

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