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| PAGE NO. | |
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N96000005666

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| PREPARED BY | |
| DATE | |

To whom it may concern

Please file these corp. papers in our behalf.
IF ADDITIONAL FEES ARE REQUIRED, PLEASE CONTACT
ME AT (804) 6476-1932 M-F 7:00 - 4:00 PM CST
SO I MAY TAKE ACTION

000001998030--9
-11/06/96--01081--014
****122.50 ****122.50

Sincerely



O. S. GRANGER

FILED
96 NOV -5 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 24 1996

BSB

593,513,613

W96-22641

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BSB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1996

DOUGLAS S. GRANGER
571 BOBWHITE DRIVE
PENSACOLA, FL 32514

SUBJECT: OPTIMIST FOOTBALL CLUB OF ESCAMBIA AND SANTA ROSA
COUNTIES

Ref. Number: W96000022641

Please return the enclosed check for \$225.00 or a newly issued check with your corrected document.

The filing fees for a new corporation is \$70.00.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00049139

ARTICLES OF INCORPORATION
OF
A NOT-FOR-PROFIT CORPORATION

FILED
96 NOV -5 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATORS, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION NOT FOR PROFIT UNDER CHAPTER 617, FLORIDA STATUTES, AND DO ADOPT THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

ARTICLE I

NAME AND MAILING ADDRESS OF THE CORPORATION

THE NAME OF THIS CORPORATION IS OPTIMIST FOOTBALL CLUB OF ESCAMBIA AND SANTA ROSA COUNTIES, Inc. AND THE MAILING ADDRESS FOR THE CORPORATION IS 571 BOBWHITE DRIVE, PENSACOLA, FLORIDA, 32514.

ARTICLE 2

DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING UPON THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE

ARTICLE 3

PURPOSE

THE PURPOSES OF THE CORPORATION ARE:

- A. TO ORGANIZE AND MAINTAIN AN ORGANIZATION FOR THE PROMOTION OF YOUTH FOOTBALL IN FLORIDA AND SOUTH ALABAMA.
- B. TO EXERCISE ALL OF THE POWERS ENUMERATED IN CHAPTER 617, FLORIDA STATUTES, AS THEY MAY BE AMENDED FROM TIME TO TIME, AND TO DO AND PERFORM SUCH ACTS AND TO HAVE SUCH POWERS AS SHAL BE DESIRABLE AND NECESSARY IN FURTHERANCE OF ANY OF THE POWERS ENUMERATED WHICH ARE NOT IN DEROGATION OF THE LAWS OF THE STATE OF FLORIDA OR THE UNITED STATES OF AMERICA; PROVIDED, HOWEVER, THAT THE CORPORATION, IN EXERCISING ANY ONE OR MORE POWERS, SHALL DO SO IN FURTHERANCE OF THE EXEMPT PURPOSES FOR WHICH IT HAS BEEN ORGANIZED AS DESCRIBED IN SECTION 502 (C)(3) OF THE INTERNAL REVENUE CODE OF THE UNITED STATES OF AMERICA, AS IT MAY BE AMENDED FROM TIME TO TIME.

ARTICLE 4

NON-STOCK CORPORATION

THIS CORPORATION IS ORGANIZED ON A NON-STOCK BASIS.

ARTICLE 5

MEMBERSHIP

THE AUTHORIZED NUMBER AND QUALIFICATIONS OF THE MEMBERS OF THE CORPORATION, THE MANNER OF THEIR ADMISSION, PROCEDURES FOR REPLACING MEMBERS, THE VOTING AND OTHER RIGHTS AND PRIVILEGES OF MEMBERS SHALL BE SET FORTH IN THE BY-LAWS.

ARTICLE 6

BOARD OF DIRECTORS

THE CORPORATION SHALL BE DIRECTED BY A BOARD OF DIRECTORS, WHICH SHALL HAVE ALL THE POWERS GRANTED TO A BOARD OF DIRECTORS UNDER CHAPTERS 607 AND 617, FLORIDA STATUTES, AS THEY MAY BE AMENDED FROM TIME TO TIME, TO THE EXTENT THAT SUCH POWERS ARE NOT IN CONFLICT WITH THE ARTICLES OF INCORPORATION. IN NO EVENT SHALL THE BOARD OF DIRECTORS CONSIST OF FEWER THAN THREE DIRECTORS. THE DIRECTORS SHALL BE ELECTED AS PROVIDED IN THE BY-LAWS.

ARTICLE 7

INITIAL BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THREE DIRECTORS, LISTED BELOW. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED BY THE MEMBERS, BUT IN NO EVENT SHALL THERE BE FEWER THAN THREE DIRECTORS.

THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

- | | | | |
|----|---|----|--|
| 1. | DOUGLAS S. GRANGER 571 BOBWHITE DRIVE PENSACOLA, FL 32514 | 3. | ALAN KOHR 01 SOUTH JEFFERSON STREET SUITE D PENSACOLA, FL 32501 |
| 2. | CARL DAVIS 3011 ENGLISH CIRCLE PENSACOLA, FL 32526 | | |

ARTICLE 8

INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

DOUGLAS S. GRANGER
571 BOBWHITE DRIVE
PENSACOLA, FL 32514

ARTICLE 9

OFFICERS

THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED, SUBJECT TO DIRECTION BY THE BOARD OF DIRECTORS, BY A PRESIDENT, VICE PRESIDENT, SECRETARY/TREASURER, ELECTED ANNUALLY AS SET FORTH IN THE BY-LAWS. THE NAMES OF THE FIRST OFFICERS ARE:

| | |
|---------------------|--------------|
| PRESIDENT | CARL DAVIS |
| VICE PRESIDENT | DOUG GRANGER |
| SECRETARY/TREASURER | ALAN KOHR |

ARTICLE 10

BY-LAWS

THE BY-LAWS OF THE CORPORATION SHALL BE MADE, AMENDED, OR RESCINDED BY THE BOARD OF DIRECTORS. BY-LAWS MAY BE AMENDED OR RESCINDED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS, PROVIDED THAT QUORUM OF THE BOARD IS PRESENT, AS A QUORUM IS DEFINED IN THE BY-LAWS OF THE CORPORATION.

ARTICLE 11

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 571 BOBWHITE DRIVE, PENSACOLA, FLORIDA 32514. THE INITIAL REGISTERED AGENT OF THE CORPORATION AT SUCH ADDRESS IS DOUGLAS S. GRANGER.

ARTICLE 12

NO DISTRIBUTION TO MEMBERS

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE 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 ARTICLE 3 ABOVE.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE HEREUNTO SET THEIR HANDS AND SEAL
ON THE DATES WRITTEN BELOW: 30 SEPTEMBER, 1996.


DOUGLAS S. GRANGER
INCORPORATOR

STATE OF FLORIDA

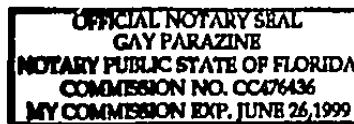
COUNTY OF ESCAMBIA

BEFORE ME THE UNDERSIGNED AUTHORITY IN AND FOR SAID STATE AND COUNTY
PERSONALLY APPEARED DOUGLAS S. GRANGER, TO ME WELL KNOWN TO BE THE PERSON
DESCRIBED IN AND WHO FREELY AND VOLUNTARILY SUBSCRIBED THE FOREGOING
ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN MENTIONED AND
SET FORTH.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL IN THE STATE AND
COUNTY AFORESAID THIS 28 DAY OF October, 1996.

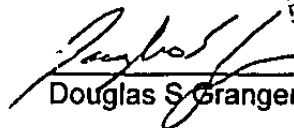

NOTARY PUBLIC, STATE OF FLORIDA

GAY PARAZINE



To Whom it may Concern,

I, Douglas S Granger, hereby certify with my signature below that I am
familiar with and accept the duties and responsibilities of registered agent for
OPTIMIST FOOTBALL CLUB OF ESCAMBIA AND SANTA ROSA COUNTIES, Inc.


Douglas S Granger

FILED
28 NOV 15 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA