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December 13, 1996

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

Re: First Coast Sports Awards, Inc.

Dear Sir:

Enclosed for filing on behalf of First Coast Sports Awards, Inc. are the following documents:

1. Original and one copy of Articles of Incorporation ("Articles").
2. Original and one copy of Registered Agent Designation.

Also enclosed is this firm's check number 010102 in the amount of \$122.50, representing associated filing fees and certification. Please provide this office with the certified copy of the Articles, as filed, in the enclosed self-addressed envelope provided.

Thank you for your prompt cooperation in this matter.

Sincerely,

Hilde Howell GAVE *John*

AUTHORIZATION BY PHONE TO Stephen G. Prom

CORRECT

DATE

DOC. EXAM.

SGP/hh
Enclosures
95696.1

gg 12/17/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 16 PM 12:42

ARTICLES OF INCORPORATION
OF
FIRST COAST SPORTS AWARDS, INC.
a Florida not-for-profit corporation

ARTICLE 1
NAME

The name of the corporation is FIRST COAST SPORTS AWARDS, INC. (the "Corporation"). 9551 Baymeadows Road, Suite 16
Jacksonville, Florida 32256

ARTICLE 2
DURATION

The term of duration of the Corporation shall be perpetual.

ARTICLE 3
PURPOSES, LIMITATIONS AND DISSOLUTIONS

Section 3.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and to the extent consistent with such purposes, the Corporation is organized and shall be operated exclusively to support, make contributions to or confer benefits on, to perform the functions of, or to carry out the purposes of Otis F. Smith Foundation, Inc. within the meaning of Section 509(a)(3)(A) of the Code, so long as such supported organization qualifies as an organization exempt from federal income taxation under Section 501(c)(3) of the Code, and shall qualify as an organization described in Sections 509(a)(1) or 509(a)(2) of the Code.

Section 3.2 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 Section 3.1 of this Article. No substantial part of the activities of the Corporation shall be the carrying 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 Dissolution. Upon the dissolution of the Corporation, the board of trustees shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to Otis F. Smith Foundation, Inc., or to such other organization or organizations organized for charitable, educational or scientific purposes and having its or their principal place of business in Duval County, Florida, as the board of trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 4 POWERS

Subject to the restrictions and limitations set forth in Article 3, the Corporation shall have any may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets: to purchase, take, receive, subscribe for or otherwise

acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purposes or purposes.

ARTICLE 5 MEMBERSHIP

Section 5.1 Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 5.2 Members. The members of the Corporation shall be those persons who shall from time to time constitute the Board of Trustees of the Corporation.

Section 5.3 No Voting Rights Members of the Corporation, as such, shall have no voting rights.

ARTICLE 6 BOARD OF TRUSTEES

Section 6.1 Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees (the "Board, or the "Board of Trustees", or "Trustee", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 6.2 Number and Election. The number of Trustees constituting the initial Board of Trustees is five (5). The number of Trustees may be expanded or reduced from time to time as provided in the bylaws, but shall never be less than three (3). The Trustees, including any ex officio trustees who may be provided for in the bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

Section 6.3 Trustees. The name and address of each person who is to serve as a Trustee until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
Andrew T. Jacobs	9551 Baymeadows Road, Ste. 16 Jacksonville, FL 32256
Bernard C. Schramm, Jr.	2615 Scott Mill Drive, South Jacksonville, FL 32223
James Dalton	916 Dante Place Jacksonville, FL 32207
Ken Tinning	1050 E. Adams Street Jacksonville, FL 32202
Steve Melnyk	111 Riverside Ave., Ste. 330 Jacksonville, FL 32202

ARTICLE 7
INDEMNIFICATION

Subject to the bylaws, the Board of Trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE 8
BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the members of the Board of Trustees of the Corporation.

ARTICLE 9
AMENDMENTS

These Articles of Incorporation may be amended only by the approval of two-thirds (2/3) of the members of the Board of Trustees of the Corporation.

ARTICLE 10
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 9551 Baymeadows Road, Suite 16, Jacksonville, Florida 32256, and the name of its initial registered agent at such address is Andrew T. Jacobs.

ARTICLE 11
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Stephen G. Prom, Esquire
Brant, Moore, Macdonald & Wells, P.A.
Suite 3100 - Barnett Center
50 North Laura Street
Jacksonville, Florida 32202

ARTICLE 12
**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That FIRST COAST SPORTS AWARDS, INC., a corporation duly organized and existing under the laws of the State of Florida, with its registered office being at 9551 Baymeadows Road, Suite 16, Jacksonville, Florida, 32256, County of Duval, State of Florida, has named Andrew T. Jacobs as its registered agent to accept service of process within this state.

12/12/96
Date

Stephen G. Prom
By: Stephen G. Prom, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

12/12/96
Date

Andrew T. Jacobs

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 12th day of December, 1996.

Stephen G. Prom
Stephen G. Prom, Esquire

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by Stephen G. Prom, who is personally known to me.

Hilde V. Howell
Notary Public, State of Florida
Print Name: Hilde V. Howell
Commission No.: CC 353239
Commission expires: March 6, 1998

93354.2



HILDE V. HOWELL
MY COMMISSION No. CC 353239
EXPIRES MARCH 6, 1998

FILED
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DIVISION OF CORPORATIONS
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