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ORDER DATE : December 16, 1997

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ORDER NO. : 637213-005

CUSTOMER NO: 5801A

CUSTOMER: Mr. Chris Shupert
PAVESE GARNER HAVERFIELD
DALTON HARRISON & JENSEN
1833 Hendry Street
Fort Myers, FL 33901-3095

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DOMESTIC FILING

NAME: THE HILLMYER-TREMONT
STUDENT ATHLETE FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

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CORPORATIONS

**ARTICLES OF INCORPORATION
OF
THE HILLMYER-TREMONT STUDENT
ATHLETE FOUNDATION, INC.
A Corporation Not For Profit**

We, the undersigned, acting as subscribers of The Hillmyer-Tremont Student Athlete Foundation, Inc., a non-profit corporation under Chapter 617 of the Florida Statutes do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of this corporation (hereinafter called Corporation) is The Hillmyer-Tremont Student Athlete Foundation, Inc., a not for profit corporation.

**ARTICLE II
TERM OF EXISTENCE**

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Corporation shall be 10491 Six Mile Cypress Parkway, Fort Myers, Florida, 33912, and the mailing address of the Corporation shall be 10491 Six Mile Cypress Parkway, Fort Myers, Florida 33912.

**ARTICLE IV
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporations 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, or in opposition to, any candidate for public office.

It is the intent of the corporation to benefit deserving youth in our community by providing scholarships, grants and programs to those individuals and/or organizations who through their athletic participation in sports programs have shown leadership potential as well as scholastic aptitude but who do not have the financial resources to continue their academic and/or their athletic pursuits.

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 (or corresponding section of any future Federal tax code) or (b) by a corporation, 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 V MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues, if any, and the method of collecting dues shall be as regulated in the Bylaws.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 10491 Six Mile Cypress Parkway, City of Fort Myers, County of Lee, State of Florida. The name of its initial registered agent at that address is Sam B. Crimaldi.

ARTICLE VII DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of three (3) members, initially. The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but will never be less than three (3), no more than eleven (11).

(a) TERMS OF OFFICE. Directors will generally serve a term of three (3) years each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the voting membership, except as heretofore provided. Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Sam B. Crimaldi	241 S.E. 44th Street Cape Coral, Florida 33904
James E. Curry	1457 Dubonnet Court, S.W. Fort Myers, Florida 33919
Barry R. Hillmyer, Esquire	2135 Cottage Street Fort Myers, Florida 33902

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the director's authority.

ARTICLE VIII OFFICERS

The Association will have a President, a Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Two or more offices may be held by the same person, except as may be prohibited by law. Officers will be elected by the Board of Directors for a term of one (1) year, at the first meeting of the Board of Directors following each annual meeting of the members, but may be removed with or without cause by the Directors at any time.

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Sam B. Crimaldi	President	241 S.E. 44th Street Cape Coral, Florida 33904
James E. Curry	Vice President	1457 Dubonnet Court, S.W. Fort Myers, Florida 33919
Barry R. Hillmyer, Esq.	Secretary/Treasurer	2135 Cottage Street Fort Myers, Florida 33902

ARTICLE IX BASIS UNDER WHICH CORPORATION IS ORGANIZED

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE X BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. The bylaws may be amended, repealed, in whole or in part, by the Directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XI AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of the voting members of the corporation.

ARTICLE XII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon 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 a State or local government, for a public purpose.

ARTICLE XIII
NAME AND ADDRESS OF SUBSCRIBERS

The names and addresses of the subscribers are:

Sam B. Crimaldi	241 S.E. 44th Street Cape Coral, Florida 33904
James E. Curry	1457 Dubonnet Court, S.W. Fort Myers, Florida 33919
Barry R. Hillmyer, Esquire	2135 Cottage Street Fort Myers, Florida 33902

We, the undersigned, being the subscribers of this corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, have executed these Articles of Incorporation this 15th day of December, 1997.



SAM B. CRIMALDI



JAMES E. CURRY



BARRY R. HILLMYER, ESQ.

STATE OF FLORIDA

COUNTY OF LEE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared SAM B. CRIMALDI, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 15th day of December, 1997.

(Notary Seal)



Evelyn D. Dushek
Signature of Notary Public

EVELYN D. DUSHEK
(Printed name)
My commission no. is: CC 526405
My commission expires: Jan. 22, 2000

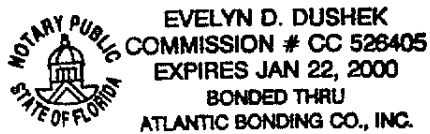
STATE OF FLORIDA

COUNTY OF LEE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared JAMES E. CURRY, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 15th day of December, 1997.

(Notary Seal)



Evelyn D. Dushek
Signature of Notary Public

EVELYN D. DUSHEK
(Printed name)
My commission no. is: CC 526405
My commission expires: Jan. 22, 2000

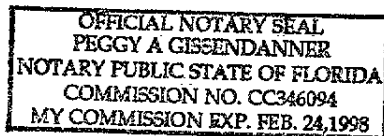
STATE OF FLORIDA

COUNTY OF LEE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared BARRY R. HILLMYER, ESQUIRE, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 11th day of December, 1997.

(Notary Seal)



Peggy A. Gissendanner
Signature of Notary Public

Peggy A. Gissendanner
(Printed name)

My commission no. is:

My commission expires:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That THE HILLMYER-TREMONT STUDENT ATHLETE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named SAM B. CRIMALDI, located at 10491 Six Mile Cypress Parkway, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Sam B. Crimaldi
Sam B. Crimaldi, Registered Agent

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