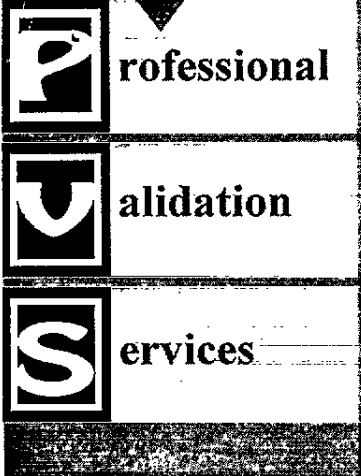


N98000000482



January 14, 1997

Department of State
Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32301

000002411700--4
-01/26/98--01078--019
***122.50 ***122.50

Re: SLC SPORTSPLEX, INC.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


Betty Thorne-Shearer
Specialist

FILED
98 JAN 26 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-27-98

920 S E Atlantus Avenue, Port St Lucie, Florida 34983
Telephone (407) 878-5688

ARTICLES OF INCORPORATION
OF

SLC SPORTSPLEX, INC.
a Florida Nonprofit Corporation

FILED
98 JAN 26 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Laws of Florida, does hereby certify:

ARTICLE I

NAME

The name of the corporation is SLC SPORTSPLEX, INC.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at

1237 SW Addie Street, Port St Lucie, Florida 34983.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

Said corporation is organized exclusively for the charitable purposes, including, for such purposes:

(a) the planning and development of a public sports facility designed to meet recreational and sporting needs;

(b) 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; and

(c) operating exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

(a) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Directors of the corporation shall be elected or appointed in the manner provided by the Bylaws. The number of Directors of the corporation shall be five (5), provided, however that such number may be changed as provided in the Bylaws of the corporation. The Directors shall serve for such term or terms as shall be set out in the Bylaws of the corporation.

The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Fred Almade	1237 SW Addie St, Port St Lucie, FL 34983
Lucas Sarge Casbar	1798 SE Lorraine St., Port St Lucie, FL 34952
Donald Holzer	2065 SE Wild Meadow Circle, Port St Lucie, FL 34952
Larry Jennings	368 NE Camelot Drive, Port St Lucie, FL 34983
Judith McDonald	302 NE Surfside Ave., Port St Lucie, FL 34983

(b) **Annual Meeting.** The annual meeting of the Board of Directors shall be held at a time, place and under such conditions a shall be set out in the Bylaws of the corporation.

(c) **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect or appoint from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following shall serve as corporate officers:

Larry Jennings	President
Donald Holzer	Vice President
Judith McDonald	Secretary
Fred Almade	Treasurer

ARTICLE VI

EARNINGS & ACTIVITIES OF CORPORATION

(a) 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 Article IV hereof.

(b) 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 and distribution of statement) any political campaign on behalf of any candidate for public office.

(c) 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 the corresponding provisions 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 the corresponding provisions of any future Federal tax code).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute the assets of the corporation in a manner exclusively for the purposes of the corporation, or to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future Federal tax code), or to the federal government, or a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE VIII

BYLAWS

Initial Bylaws of the corporation shall be adopted by the Board of Directors and thereafter may be altered, amended, rescinded, or replaced by and in the manner provided in the Bylaws.

ARTICLE IX

MEMBERS

The qualifications, manner of admission, classes of membership, if any, voting and other rights, privileges, requirements, obligations, and responsibilities of members shall be as regulated in the Bylaws of the corporation without regard to race, religion, sex, age, national or ethnic origin, disability, veteran's status, or sexual orientation. Membership shall be confined to natural persons, are individual, and are not transferable to other individuals.

ARTICLE X

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the furtherance of the purposes of this corporation, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, office, or member thereof, or to the benefit of any private individual.

ARTICLE X

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be *1237 SW ADDIE STREET, PORT ST LUCIE, FLORIDA 34983* and the name of its registered agent at said address shall be *FRED ALMADE*.

ARTICLE XI

AMENDMENT OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

IN WITNESS WHEREOF, the Incorporator has affixed his authorized signature and seal this 16th day of January, 1997.



FRED ALMADE

STATE OF FLORIDA

COUNTY OF ST LUCIE

The foregoing Articles of Incorporation were sworn to and subscribed before me this 16th day of January, 1997, by FRED ALMADE, who is personally known to me.

Betty L. Thorne

Betty L. Thorne
Notary Public
State of Florida At Large



BETTY L. THORNE
MY COMMISSION # CC449856 EXPIRES
April 2, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing 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.

Fred Almade

FRED ALMADE
Registered Agent

FILED
98 JAN 26 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA