

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Senior Games 1999, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-2-12-98

Signature _____

Requested by: *DN* *2-12-98* *10:31*
Name Date Time

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SENIOR GAMES 1999, INC.**

The undersigned subscriber to these Articles of Incorporation, being natural person competent to contract, hereby, for the purpose of forming a Corporation under the laws of the State of Florida, does adopt the following Articles of Incorporation for such Corporation;

ARTICLE I: NAME

The name of the Corporation shall be SENIOR GAMES 1999, INC., (hereinafter referred to as "Corporation").

ARTICLE II: STATEMENT OF CORPORATE NATURE

This is a not-for-profit Corporation organized solely for general not-for-profit purposes pursuant to the Florida Not-for-Profit Corporation Act.

ARTICLE III: PURPOSES

A. The primary purpose for which the Corporation is organized is to foster national or international amateur sports competition among senior citizens and the Corporation may not engage in any activities which involve the provision of athletic facilities or equipment.

B. No part of the net earnings of the Corporation shall enure to the benefit of any director or officer of the Corporation, or private individual (except that reasonable compensation may be paid for services rendered to or for the staff of the Corporation, as determined from time to time by the Board of Directors) and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

C. The Corporation is not empowered to engage in activities, except as an insubstantial part, in activities which in themselves are not in furtherance of one or more of the exempt purposes set forth in §501(c)(3) of the Internal Revenue Code of 1986 or any subsequently amendment thereto.

D. No substantial part of the activities of the Corporation shall be carried on as propaganda, or otherwise attempting to influence legislation or otherwise attempting to intervene in any political campaign on behalf of or in opposition to any candidate for public office.

E. The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to tax on undistributed income.

F. The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent Federal tax law.

G. The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986 or any amendments thereto.

H. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed only to organizations or associations which, at the time of such proposed distribution, are conducting business in a manner as qualified as exempt purposes as defined in §501(c)(3) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended. In the alternative, assets of the Corporation may be distributed to any arm of the federal, state, or local government engaged in exempt functions.

ARTICLE IV: TERM

The duration of this Corporation shall be perpetual, and the time of commencement of corporate existence shall be effective as of the date of filing of the Articles of Incorporation by the Department of State, State of Florida.

ARTICLE V: MEMBERSHIP

A. Full membership is available upon application and payment of annual dues as established from time to time by the Board of Directors, or as set forth in the By-Laws of the Corporation.

B. CLASSES OF MEMBERSHIP. The Board of Directors shall establish one or more classes of membership which shall be as set forth in the By-Laws of the Corporation. The qualifications for members and the manner of their admission shall be as regulated by the By-Laws.

ARTICLE VI: NON-STOCK BASIS OF CORPORATION

In accordance with the provisions of §617.011 of the Florida Statutes, this Corporation shall be organized on a non-stock basis and there shall be no shares of stock issued to the members of the Corporation, but membership may, at the election of the Board of Directors, be evidenced by a certificate of membership.

ARTICLE VII: INCORPORATOR

The name and resident address of the subscriber or incorporator of this Corporation is as follows:

Frank P. Saier, Esq.
3426-B NW 43rd Street
Gainesville, FL 32606

ARTICLE VIII: INITIAL PRINCIPAL OFFICE ; INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

A. The initial principal office and mailing address of the Corporation is 1408 NW 6th Street, Gainesville, Florida 32601.

B. The initial registered office and name and address of initial registered agent of the Corporation is as follows:

Frank P. Saier, Esq.,
3426-B NW 43rd Street
Gainesville, FL 32606

C. Written acceptance of appointment as registered agent as required by §617.0501 is attached hereto as Exhibit "A" to these Articles.

ARTICLE IX: MANAGEMENT OF CORPORATE AFFAIRS

A. BOARD OF DIRECTORS: The powers of this Corporation shall be exercised, its assets controlled and its affairs conducted by a Board of Directors. Each Director shall be entitled to one vote on all issues upon which a vote is taken and unless stated otherwise in these Articles or in the By-Laws, each issue shall be decided by a majority vote. The initial Board of Directors shall be comprised of five (5) members but the number of individuals to serve on the Board of Directors may be changed from time to time as provided in the By-Laws and shall not be less than three(3) nor more than fifteen (15). The manner in which the members of the Board of Directors are elected or appointed by members of the Corporation shall be as set forth in the By-Laws.

B. CORPORATE OFFICERS: Members of the Association or the Board of Directors shall elect officers of the Corporation in the manner set forth in the By-Laws, and those officers shall be comprised of a president, vice-president, secretary, treasurer, and executive director, together with such other officers as may be selected from time to time at the pleasure of the Board. The term, manner of selection, powers and duties of each officer shall be as set forth in the By-Laws.

C. MEETINGS OF CORPORATION:

1. Annual meetings of the corporate members, special meetings and meetings of the Board of Directors shall be as set forth in the By-Laws.

2. Any action required or permitted to be taken by the Board of Directors, under any provision, may be taken without the necessity of an actual meeting, if all members of the Board shall individually or collectively consent, in writing, to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action, by written consent, shall have the same force and effect as if taken by unanimous vote by the Board at a regular or special meeting. Any resolution, certificate or other document filed under any provision of law relating to actions so taken shall state that the action of the Board was taken by unanimous written consent, without a meeting, and that the Articles of Incorporation of this Corporation specifically authorized the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE X: INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors is as follows:

James J. Carnes
1408 NW 6th St.
Gainesville, FL 32601

Jeff Clark
1408 NW 6th St.
Gainesville, FL 32601

Mike Millay
6649 Westwood Blvd., 3rd Floor
Orlando, FL 32821

Phil Holmes
6649 Westwood Blvd., 3rd Floor
Orlando, FL 32821

Jim Keirested
6649 Westwood Blvd., 3rd Floor
Orlando, FL 32821

ARTICLE XI: BYLAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is hereby vested in the Board of Directors. In addition, By-Laws may be altered, amended or repealed by resolution adopted at any general or special meeting of the membership by a majority vote of those members present at any meeting at which a quorum is established. All other provisions as to the procedure to be taken to alter, amend, rescind or adopt By-Laws shall be as set forth more fully in the By-Laws of the Corporation.

ARTICLE XII: DISTRIBUTION OF ASSETS

Upon the dissolution or winding-up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed in a manner which is in strict compliance with the Corporate purposes as set forth in Article III of these Articles of Incorporation.

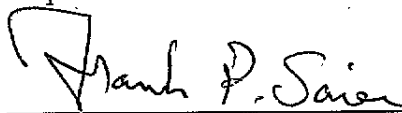
ARTICLE XIII: AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be enacted by a resolution adopted by the Board of Directors or the membership at any regular or special meeting and affirmatively passed by a majority of the Board or the members present at said meeting. Nothing contained herein is intended to contradict the ability of the members of the Board of Directors to adopt a resolution in accordance with the provision of Article IX(C) herein, which entitles the Board to take action without the necessity of a meeting.

ARTICLE XIV: EFFECTIVE DATE

The Effective Date of these Articles shall be as of the date of filing these Articles with the Department of State, State of Florida.

NOW THEREFORE, I, the undersigned, being the incorporator and subscriber of this Corporation, for the purposes of forming this not-for-profit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on the dates set forth below.



Frank P. Saier, Esq.

Date: 2/11/98

STATE OF FLORIDA

COUNTY OF ALACHUA

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FRANK P. SAIER, to me personally known or who provided _____ as identification and who did take an oath, and who executed the foregoing instrument and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 11 day of February, 1998.



Notary Public, State of Florida

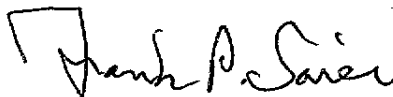


***CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED***

In pursuant of Chapter 48,091, *Florida Statutes*, the following is submitted, in compliance with said Act:

That SENIOR GAMES 1999, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named FRANK P. SAIER, ESQ., 3426-B NW 43rd Street, Gainesville, Florida 32606, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for 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 provision of said Act relative to keeping open said office.



Frank P. Saier, Resident Agent

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TALLAHASSEE, FLORIDA