

GLENN MORRIS OR
 DAWN M. MORRIS
 557 FLORIDA AVE.
 PALM HARBOR, FL 34683

63-1416/631
 01
 Date 4/13/98

1600

Pay to the
 Order of Secretary of State Fla \$ 131

One hundred thirty one and 00/100 Dollars

PEOPLES
 BANK

32545 U.S. HIGHWAY 19
 PALM HARBOR, FL 34684-0123

For Glenn Morris

⑆063114166⑆1600⑆10158304⑆

otherwise the
 are than five
 the date of

 N98000002252

The fee for filing a nonprofit corporation is:

\$35.00	Filing Fee	500002490305--1
\$35.00	Designation of Registered Agent	-04/16/98--01036--003
\$52.50	Certified Copy (optional)	****131.25 ****131.25
\$ 8.75	Certificate of Status (optional)	

(Make checks payable to Department of State)

TOTAL OF ABOVE: \$131.25

CHECK #1600 OF GLENN MORRIS
 ENCLOSED FOR PAYMENT OF FILING FEES

Mailing Address:
 Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314
 (904) 497-6052

Street Address:
 Department of State
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399
 (904) 487-6052

MAIL TO: Mr. GLENN MORRIS
 2100 ALTERNATE U. S. 19
 PALM HARBOR, FLORIDA 34683

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 APR 16 AM 11:00

ws/4/20

**ARTICLES OF INCORPORATION
OF THE
PALM HARBOR ACADEMIC
AND
ATHLETIC FOUNDATION, INC.**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR 16 AM 11:00

WE, THE UNDERSIGNED, citizens of the State of Florida, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation as a foundation, a Not-for-Profit Corporation.

ARTICLE ONE

I.1. THE NAME of this Not For Profit Foundation is The Palm Harbor Academic and Athletic Foundation, Inc.

ARTICLE TWO

II-1. THE INITIAL PRINCIPAL ADDRESS of this Foundation is 2100 Alternate U. S. Highway 19, Palm Harbor, Florida 34683

ARTICLE THREE

III-1. THE PERIOD OF DURATION of this Foundation is perpetual, unless dissolved according to law of the State of Florida. This Foundation shall commence with the issuance of corporation status by the Secretary of State of Florida.

ARTICLE FOUR

IV-1. THE PURPOSE OR PURPOSES for which the Foundation is organized are:

- A. As a Foundation, a Not-For-Profit Corporation, organized and operated exclusively for exempt purposes within the meaning of the Internal Revenue Code of 1954, as amended, Section 501 (c) (3).
- B. Educational, without regard to race, creed, color, sex, or nation of origin.
- C. To establish and conduct educational and athletic programs for children, youth, young adults and adults

primarily, but not restricted to, Palm Harbor, Pinellas County, Florida.

D. To establish and conduct training, motivational, and self-help seminars, programs, and clinics in education, athletics, family, health, tobacco, alcohol and drug awareness, and in self-esteem issues.

E. Propagate traditional family values.

F. Promote and encourage cooperation with charitable, civic and religious organizations of like beliefs.

G. To propagate such programs through teaching and instruction using the spoken word, music, groups, seminars, clinics, public media, audio and video tapes, computer communications, drama, movies, books and pamphlets, and through any other communication media available for the purpose of educating the individual in the achievement of an abundant quality of life.

H. To acquire, by conveyance or inheritance, through gift or purchase, real, personal and mixed properties, to be received and held and used, in trust, for the use and benefit of the Foundation and its stated purposes. This foundation may accept donations, offerings, gifts, bequests/legacies, contributions, and/or grants in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Trustees and the Foundation may maintain real or personal property, or both as may be decided from time to time by the Board of Trustees.

I. Payment of any income, excise or other taxes validly imposed by appropriate government authorities from either principal or income, or both, will not be deemed inconsistent with the purposes of this Foundation, even though the Foundation is organized and operated as a Not-For Profit Foundation.

ARTICLE FIVE

V-1. THE FOUNDATION shall have no members, except a Board of Trustees, who individually, must agree to be bound by the Articles of Incorporation and the By-Laws of this Foundation. Their qualification and manner of their admission is further provided for in the Bylaws of the Foundation. There shall not be less than five (5) Trustees nor more than seven (7) Trustees.

ARTICLE SIX

VI-1. THE INITIAL REGISTERED OFFICE of the Foundation is located at: 2100 Alternate U. S. Highway 19, Palm Harbor, Florida 34683, and the name of the Registered Agent at such address is: Glenn E. Morris.

ARTICLE SEVEN

VII-1. THE INITIAL BOARD OF TRUSTEES of the Foundation is five (5). The names and address of each such Trustee and the tenure of office of the first Trustees are as follows:

- A. Steve Cortez, of 1640 Countrywood Street, Tarpon Springs, Florida 34689 shall serve one (1) year.
- B. Dan Echols, 1716 Douglas Street, Dunedin, Florida 34698 shall serve one (1) year.
- C. Glenn E. Morris, of 2100 Alternate U.S. Highway 19, Palm Harbor, Florida 34683 shall serve one (1) year.
- D. Frank Nabozny, of 285 Lakeview Drive, Tarpon Springs, Florida 34689 shall serve one (1) year.
- E. Stephen Wenstrom, 390 Lakeview Terrace, Palm Harbor, Florida 34683 shall serve one (1) year.

ARTICLE EIGHT

VIII-1. THIS FOUNDATION is organized under a non-stock basis.

ARTICLE NINE

IX-1. IN THE EVENT OF DISSOLUTION, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in the Internal Revenue Code of 1954, Section 501 (c) (3) and in Section 170 (c) (2) or any corresponding sections of any prior or future law, or turned over to either the Federal State, or Local government for exclusive public use and purpose.

(c) (3) and in Section 170 (c) (2) or any corresponding sections of any prior or future law, or turned over to either the Federal State, or Local government for exclusive public use and purpose.

ARTICLE TEN

X-1. THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

A. Steve Cortez, 1640 Countrywood Street, Tarpon Springs, Florida 34689

B. Dan Echols, 1716 Douglas Street, Dunedin, Florida 34698

C. Glenn E. Morris, 2100 Alternate Highway 19, Palm Harbor, Florida 34683

D. Frank Nabozny, 285 Lakeview Drive, Tarpon Springs, Florida 34689

E. Stephen Wenstrom, 390 Lakeview Terrace, Palm Harbor, Florida 34683

ARTICLE ELEVEN

XI-1. THE FIDUCIARY RESPONSIBILITY includes that:

A. No part of the net income of the Foundation shall inure to the benefit of, or be distributed to, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to the Foundation and to make payments and distributions in furtherance of the purposes set forth in ARTICLE FOUR hereof. 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 or distribution of statements of any political campaign on behalf of any candidate for public office, except within the provision of law as permitted by the Florida Statutes and by the Internal Revenue Code of 1954, Section 501 (c) (3) or the corresponding provision of any future United States

Internal Revenue Law or by a Foundation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

B. The policies, direction, business, legal, and property affairs of the Foundation shall be determined by, managed, and governed by the Board of Trustees subject to the Articles of Incorporation and the By-Laws of this Foundation.

C. The Board of Trustees may cause the Foundation to solicit, collect, receive, accumulate, and administer and disburse funds in such a manner as will, in the sole discretion of the Board of Trustees, to most effectively operate, and to further the purposes of the Foundation.

DATED: February the 12th, In the Year of our Lord, 1998.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Foundation, have executed these Articles of Incorporation.

NAMES AND SIGNATURES OF THE INCORPORATORS:

Steve Cortez

Dan Echols

Glenn E. Morris

Frank Nabozny

Stephen Wenstrom

[Handwritten signatures of Steve Cortez, Dan Echols, Glenn E. Morris, Frank Nabozny, and Stephen Wenstrom]

Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 11:02

ACCEPTANCE BY REGISTERED AGENT:

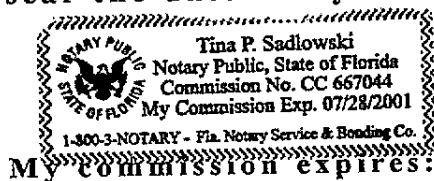
Having been named to accept service or process for the above stated Foundation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept

Glenn E. Morris

VERIFICATION

I, Tina Sadlowski, a Notary Public, do hereby certify that on this 5 day of April, 1998, personally appeared before me Steve Cortez, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true to the best of his knowledge.

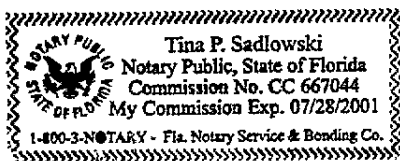
IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



Tina P. Sadlowski
Notary Public in and for
Pinellas County, Florida

I, Tina Sadlowski, a Notary Public, do hereby certify that on this 5 day of April, 1998, personally appeared before me Dan Echols, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true to the best of his knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



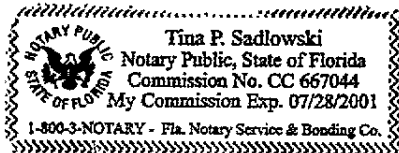
Tina P. Sadlowski
Notary Public in and for
Pinellas County, Florida

My commission expires:

I, Tina Sadlowski, a Notary Public, do hereby certify that on this 5 day of April, 1998, personally appeared before me Glenn E. Morris, who being by me first duly

sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true to the best of his knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



Tina P. Sadlowski
Notary Public in and for
Pinellas County, Florida

My commission expires:

I, Patsy Carney, a Notary Public, do hereby certify that on this 30 day of March, 1998, personally appeared before me Frank Nabozny, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true to the best of his knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.

Patsy Carney
Notary Public in and for
Pinellas County, Florida

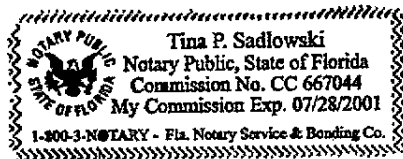
My commission expires:



I, Tina Sadlowski, a Notary Public, do hereby certify that on this 5 day of April, 1998, personally appeared before me Stephen Wenstrom, who being by me first duly sworn, declared that he is the person who signed the

foregoing document as an incorporator and that the statements therein contained are true to the best of his knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



Tina P. Sadlowski
Notary Public in and for
Pinellas County, Florida

My commission expires: