

STEWART & STORTER
ATTORNEYS AT LAW

JAMES C. STEWART, JR.*
*ALSO ADMITTED IN GEORGIA

SUSAN J. STORTER **
**PRACTICE LIMITED TO ADOPTION

(941) 353-1040
FAX (941) 353-5191
E-MAIL STEWARTANDSTORTER@WORLDNET.ATT.NET

SUITE 101
2121 COUNTY ROAD 951
GOLDEN GATE, FL 34116-6543

May 19, 1998

DIVISION OF CORPORATIONS
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

19800003551

RE: **GOLDEN GATE HEATWAVE SOFTBALL ASSOCIATION, INC.,**
a Florida not-for-profit corporation

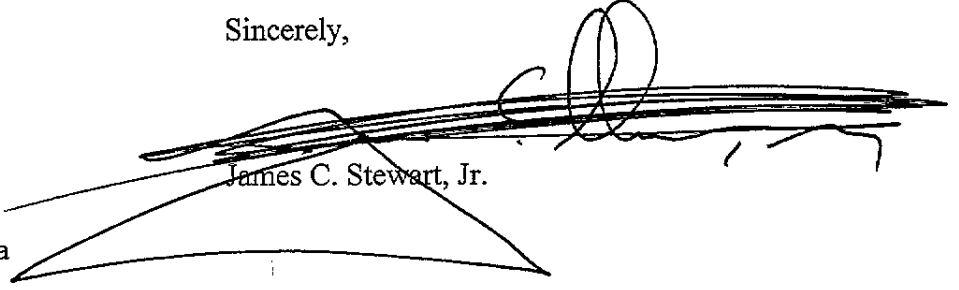
Dear Sir or Madam:

Enclosed herein please find articles of incorporation for the above referenced corporation. Also enclosed is my client's check in the amount of \$122.50 to cover the cost of filing and the cost of a certified copy of the filed articles.

Please also note that corporate existence of the corporation commences May 19, 1998.

Please file the foregoing articles and send a certified copy of the filed articles to me at the above address. I appreciate your assistance in this matter.

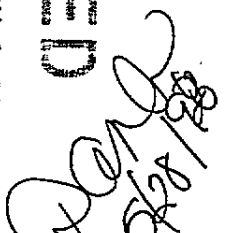
Sincerely,


James C. Stewart, Jr.

cc: Mr. Jorge J. Sardina

700002533757--0
-05/22/98-01097-019
****122.50 ****122.50

FILED
98 MAY 22 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FILED
98 MAY 22 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GOLDEN GATE HEATWAVE SOFTBALL ASSOCIATION,
INC.,
a Florida not-for-profit corporation

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

GOLDEN GATE HEATWAVE SOFTBALL ASSOCIATION, INC.,
a Florida not-for-profit corporation

SECOND: The principal office or mailing address of the Corporation is:

c/o Mr. Jorge J. Sardina
First Union National Bank
4795 Golden Gate Parkway
Golden Gate, Florida 34116

THIRD: The period of duration of the Corporation is perpetual, unless dissolved according to law.

FOURTH: The street address of the initial registered office of the Corporation is:

STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 33999

and the name of the Corporation's initial registered agent at such address is:

JAMES C. STEWART, JR., ESQUIRE

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the members of the

Corporation, or until one or more successors have been elected and qualify, are as follows:

Mr. Jorge J. Sardina	Mrs. Lydia Heintz	Mr. Michael O'Green
First Union National Bank	Lydia's Family Hair Care	2514 44 th Terrace S.W.
4795 Golden Gate Parkway	2301 County Road 951	Golden Gate, Florida 34116
Golden Gate, Florida 34116	Golden Gate, Florida 34116	

Directors of the Corporation other than said initial Board of Directors shall be elected as provided in the Corporation's By-Laws, as from time-to-time in existence.

SIXTH: The name and address of the sole incorporator is:

James C. Stewart, Jr., Esquire
STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543

SEVENTH: The purpose for which the Corporation is organized is to further the education, self-esteem, and self-confidence of young women in the Golden Gate area by providing coaching, training, drilling, schooling, and other instruction in the sport of softball, and by providing opportunities for such young women to acquire, advance, develop, hone, promote, sharpen, and otherwise improve their physical skills through competitive play. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1996, as amended, and any corresponding section of any future federal tax code (the "Code").

EIGHTH: The qualifications for members of the Corporation and the classes of memberships shall be as established in the Corporation's Constitution and By-Laws, as from time-to-time in existence.

NINTH: The Corporation is organized under a non-stock basis.

TENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 SEVENTH of these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of the Corporation's Articles of Incorporation, as

amended from time-to-time, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ELEVENTH: Upon dissolution of the Corporation, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court of the Twentieth Judicial Circuit, in and for Collier County, Florida, exclusively for such purposes or to such organization or organizations as the said honorable Court shall determine, which are organized and operated exclusively for such purposes.

TWELFTH: Corporate existence of the Corporation shall commence on May 19, 1998.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, has executed these Articles of Incorporation, this 19th day of MAY, 1998.


JAMES C. STEWART, JR.

I, JAMES C. STEWART, JR., having been designated to act as registered agent, hereby agree to act in such capacity.


JAMES C. STEWART, JR.
Initial Registered Agent

FILED
98 MAY 22 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA