



Admitted in Florida and Ohio

N98000003150

Joel S. Treuhaft, P.A.
3894 Tampa Road, Suite A
Oldsmar, Florida 34677
(813) 855-7766
Fax: 814-0506

May 29, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

800002543058--0
-06/01/98--01139--014
*****70.00 *****70.00

RE: Diamond Players Club *Charities Inc.*

To Whom It May Concern:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, enclosed is a check in the sum of \$70.00.

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

Your prompt attention to this matter would be appreciated.

Very truly yours,

Joel S. Treuhaft

Joel S. Treuhaft

Signed in absence
to avoid delay

Enclosure

C:\ST\LEGAL\CORP\SECSTATE\diamond.wpd

FILED
98 JUN -1 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/3/98

ARTICLES OF INCORPORATION
OF
DIAMOND PLAYERS CLUB CHARITIES, INC.
a Florida Non-Profit Corporation

FILED
98 JUN -1 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of this Corporation is **DIAMOND PLAYERS CLUB CHARITIES, INC.**

ARTICLE II
CORPORATE NATURE

This is a non-profit Corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV
PURPOSE

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation shall be a vehicle to distribute funds raised by the Diamond Players Club, Inc. from assisting other charitable organizations with organizing golfing fund raisers. Diamond Players Club Charities shall make donations to Charitable Organizations based on applications made to the Non-Profit Corporation. The Non-Profit Corporation shall also help to educate charitable organizations about fund raising, and using fund raisers to raise the general public awareness about their organizations. The Corporation shall also engage in various fund raising activities to achieve the above-mentioned purposes, including the application for and receipt of grants from State or Federal governmental authorities, public and private foundations, and individuals. The Corporation shall also engage in any lawful business or activities related

ARTICLE VIII

MEMBERS

The Corporation may have memberships and may establish by its by-laws such classes, divisions, and types of memberships as may be determined necessary for the purposes and furtherance of the purposes stated herein, provided, however, the membership shall not be restricted on the grounds of race, creed, color or sex.

ARTICLE IX

EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, trustees, or other 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 herein. No substantial part of the purposes set forth herein 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) or future United States Internal Revenue Laws, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any amendments or corresponding provisions of future United States Internal Revenue Laws.

ARTICLE X

DISSOLUTION

Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for charitable, educational, or scientific purposes which shall at that time be qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or any amendments thereto or corresponding provision of any future United States Internal Revenue Code, as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of in accordance with the provisions of the Florida Not For Profit Corporation Act by organizations qualified as exempt organizations as stated herein, and in accordance therewith.

thereto and engage in any other lawful act where activity for which corporations may be organized under the Florida Not For Profit Chapter.

ARTICLE V

DIRECTORS

There shall be three (3) members of the initial Board of Directors of the Corporation, and the initial Board of Directors shall adopt such criteria in its by-laws as it deems appropriate to govern the conduct, qualification and numbers of Directors in the future. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Meric Legnini
10807 Gainsborough Road
Potomac, MD 20854

Todd Stottlemire
211 Rue Des Chateaux
Tarpon Springs, FL 34689

Gregg Gagliardi
1651 Santa Barbara Drive
Dunedin, FL 34698

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of the Corporation shall be located at **1651 Santa Barbara Drive, Dunedin, Florida 34698.**

ARTICLE VII

REGISTERED OFFICE AND AGENT

The registered agent's office of the Corporation shall be located at the **3894 Tampa Road, Suite A, Oldsmar, Florida 34677**, and the name of its registered agent at said address shall be **Joel S. Treuhaft**, who states as follows: "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."


JOEL S. TREUHAFT

FILED
98 JUN -1 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

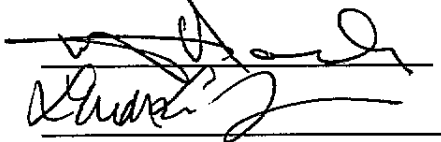
ARTICLE XI
INCORPORATOR


The name and residence address of the subscriber of these Articles of Incorporation is:

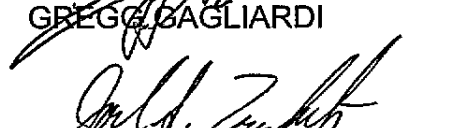
Gregg Gagliardi
1651 Santa Barbara Drive
Dunedin, Florida 34698

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 6th day of April, 1998, for the purposes of forming this non-profit corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

WITNESSES:





GREGG GAGLIARDI


REGISTERED AGENT

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day, personally appeared **GREGG GAGLIARDI**, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the City of Oldsmar, State and County aforesaid, this 6th day of April, 1998.



NOTARY PUBLIC

My commission expires:

STATE OF FLORIDA

)

) SS:

COUNTY OF PINELLAS

)

BEFORE ME, the undersigned authority, this day, personally appeared **JOEL S. TREUHART**, to me well known to be the individual described in and who is Registered Agent and has executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the City of Oldsmar, State and County aforesaid, this 6th day of April, 1998.


NOTARY PUBLIC

My commission expires:

c:\st\legal\corp\diamond.art

