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STEVEN HITOV MANAGING ATTORNEY

WILLIAM M. MIDYETTE, III
PRESIDENT, BOARD OF DIRECTORS

July 13, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/16/98--01029--003
****131.25 ****131.25

Re: Winter Haven Panthers, Inc.
A Florida Corporation Not for Profit

To whom it may concern:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named corporation. I am also enclosing a check in the amount of \$131.25 to cover the filing fee, certified copy fee and certificate fee. If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return the same to Tony Anderson, the named registered agent in the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

Michelle Bowen

Michelle Bowen
Associate Attorney

cc: Tony Anderson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 16 PM 1:21

**ARTICLES OF INCORPORATION
OF
WINTER HAVEN PANTHERS, INC.
A Florida "Not for Profit" Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION:

The name of the corporation is the Winter Haven Panthers, Inc.

ARTICLE II. PRINCIPAL OFFICE:

The principal office of the corporation is located at 801 Avenue T Northeast, Winter Haven, FL 33881. The mailing address of the corporation is P.O. Box 474, Auburndale, FL 33823.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1) To provide a safe place for low-income youth to interact and provide an alternative to the streets through the implementation of a youth athletic program.
- 2) To implement a mentoring program between enrolled youth and coaches.
- 3) To provide an avenue for positive interaction and leadership development for youth through participation in competitive athletic program.

4 (a) 501(c)(3) LIMITATIONS:

i. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by

an organization exempt from federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ii. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

iii. **NO PRIVATE INUREMENT:** The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

iv. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

v. **DISSOLUTION:** The decision to dissolve the corporation shall be made by a resolution of the board of directors at a properly called meeting where a majority of the board is present.

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to a not-for-profit organization to be used exclusively for charitable and educational purposes.

ARTICLE V. DIRECTORS

Directors shall be elected as provided by the bylaws.

ARTICLE VI. BY-LAWS

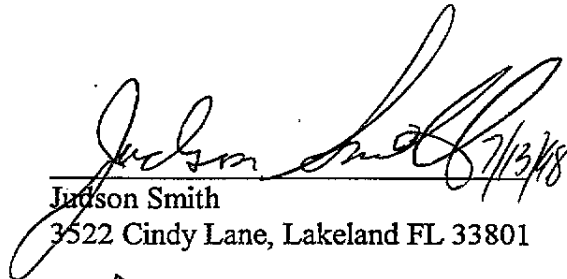
The By-Laws of the Corporation are to be made, altered, amended by the board of directors of the corporation.

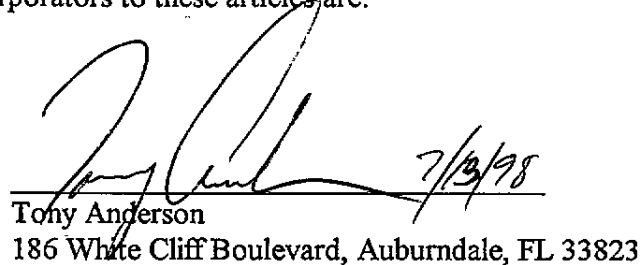
ARTICLE VII. AMENDMENTS TO ARTICLES

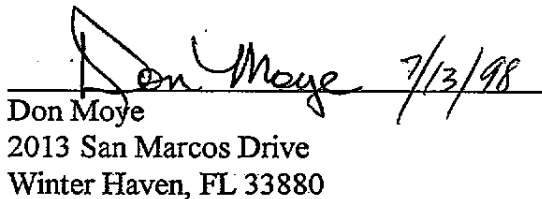
These Articles of Incorporation may be amended by the act of the directors and members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-laws of the Corporation.

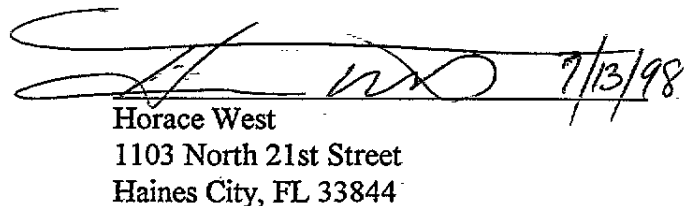
ARTICLE VIII. INCORPORATORS

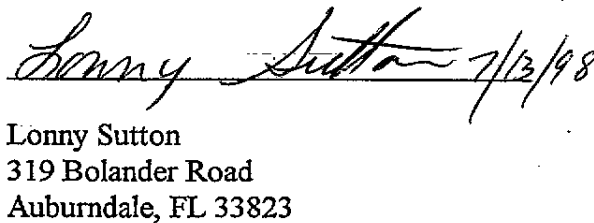
The names and addresses of the incorporators to these articles are:

 7/13/98
Jackson Smith
3522 Cindy Lane, Lakeland FL 33801

 7/13/98
Tony Anderson
186 White Cliff Boulevard, Auburndale, FL 33823

 7/13/98
Don Moye
2013 San Marcos Drive
Winter Haven, FL 33880

 7/13/98
Horace West
1103 North 21st Street
Haines City, FL 33844

 7/13/98
Lonny Sutton
319 Bolander Road
Auburndale, FL 33823

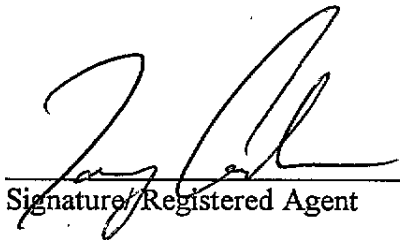
ARTICLE IX. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE X. REGISTERED AGENT

The name and address of the registered agent of the corporation is Tony Anderson, 186 White Cliff Boulevard, Auburndale, FL 33823.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

7-13-98
Date

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DIVISION OF CORPORATIONS
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