

SunTrust Bank, Tampa Bay
Post Office Box 1498
Tampa, FL 33601-1498
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SUNTRUST

September 22, 1998

VIA AIRBORNE EXPRESS

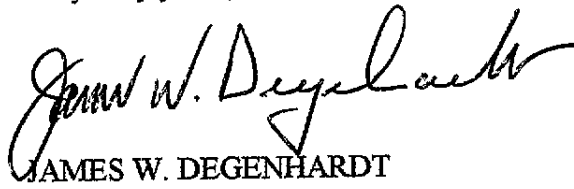
Florida Department of State
Division of Corporations
Attn: New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

800002658478--1
-10/08/98--01001--002
*****70.00 *****70.00

Re: Sports Start Foundation, Inc.
Articles of Incorporation

Enclosed please find two (2) executed originals of Articles of Incorporation of Sports Start Foundation, Inc. (the "Articles"). Also included is a check in the amount of \$70.00 made payable to *Secretary of State* for filing fees. Please file these Articles as soon as possible, returning one filed copy to the undersigned.

Very truly yours,



JAMES W. DEGENHARDT
c/o SunTrust Bank, Tampa Bay
401 East Jackson Street
Suite 1900
Tampa, FL 33602

Enclosures:
As stated

*Called 10/7/98
Mr. Degenhardt gave
auth by phone to
add the acceptance of
R.A. DMC*

FILED
98 OCT - 1 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPORTS START FOUNDATION, INC.

ARTICLES OF INCORPORATION

FILED

98 OCT -1 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, hereby files these Articles of Incorporation in order to form Sports Start Foundation, Inc. (the "Foundation"), a non-profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I.

Name

The name of this corporation shall be SPORTS START FOUNDATION, INC., with its office and principle place of business located at 1201 North Betty Lane in the City of Clearwater, Pinellas County, Florida.

ARTICLE II.

Purposes & Powers

Section 1. Purposes:

(a) The Foundation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, (the "Code") (or the corresponding provision of any future United States Internal Revenue Law). Funds from the Foundation are not to be used for religious purposes. The primary purposes of this Foundation are to provide financial and other support for educational programs and sports programs, and seed money for new sports league programs intended to assist in establishing strong, cohesive and supportive community relationships in Florida. Distributions shall be made to tax exempt organizations only, and

the distributions may be used for operating expenses of the donee, including seed money for related programs. Distributions generally are not to be made for capital improvements, except when such a distribution would directly, either partially or completely, fund an educational program that would not otherwise be available. Distributions shall be made to promote or support sports programs and education programs designed to benefit residents throughout the communities in Florida, but no distribution is to be made to national charitable organizations unless all the funds distributed to that organization will be used principally to benefit residents of the State of Florida.

(b) The Foundation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Foundation to qualify as a charitable organization within the meaning of Section 501 (c) (3) of the Code. To this end the Foundation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon request, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(ii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real and personal, including shares of stock, bonds and securities of other corporations.

(iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or agency of any of the foregoing.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Foundation.

(c) Notwithstanding any powers granted to this Foundation by its charter, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Foundation shall enure to the benefit of any member, director, officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes, and except to the extent that benefits enure to persons in accordance with the carrying out of the Foundation's charitable purposes as herein defined), and no member, director, officer of the Foundation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Foundation. No compensation shall be paid to any member of the Board of Directors for his/her services to the Foundation as a Director; however, this provision shall not preclude any Director from serving the Foundation in any other capacity and receiving compensation therefor.

(ii) No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

(iii) The Foundation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iv) Notwithstanding any other provisions of this certificate, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Code or by an organization, contributions to which are deductible under Sections 170 (c) (2), or 2055 (a) of the Code.

(v) Upon the dissolution of the Foundation, the members of the Foundation shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, distribute all residual assets of the Foundation to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Code or corresponding sections

of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III.

Rules for Private Foundations

If the Foundation is a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined by Section 4942 (j) (3) of the Code, then the provisions of this Article III shall apply.

(a) The Foundation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(b) The Foundation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or corresponding provisions of any later federal tax laws.

(c) The Foundation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

(e) The Foundation shall not make any taxable expenditures as defined in Section 4945 (d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IV.

Members

The sole class of members of the Foundation shall be its Board of Directors and the number of members shall be the number of Directors constituting the Board of Directors. A Director shall be admitted to the membership of the Foundation upon taking office as a Director.

ARTICLE V.

Commencement of Existence

The existence of this Foundation will commence on the date of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE VI.

Term of Corporate Existence

This Foundation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Registered Office and Agent

(a) The street address of the registered office of this Foundation is:

The Safehouse

1201 No. Betty Lane

Clearwater, FL 33755

(b) The name of the registered agent of this Foundation located at the address of the registered office is Albert Craig, Jr.

ARTICLE VIII.

Subscriber

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert Craig, Jr.	1009 Apache Trail Clearwater, FL 33755-1802

ARTICLE IX.

Officers

(a) The Foundation shall have a President and a Secretary-Treasurer, and it may have additional and assistant officers including, without limitation, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, a Vice President and Assistant Secretary-Treasurer. A person may hold more than one office, except that the President may not also be the Secretary-Treasurer or the Assistant Secretary-Treasurer.

(b) Officers shall be elected, removed, and hold office as provided in the Bylaws.

(c) The names of the officers who shall hold office until the first meeting of the Board of Directors, and thereafter until successors are elected, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Albert Craig, Jr.	1009 Apache Trail Clearwater, FL 33755-1802
Vice President	Leron Barber	110 E. Grapefruit Circle Clearwater, FL 33759
Secretary-Treasurer	Annie Stanley	1353 Terrace Road Clearwater, FL 33755

ARTICLE X.

Board of Directors

(a) The affairs and business of the Foundation shall be conducted by a Board of Directors consisting of not less than three persons and not more than seven. The members of the Board shall be elected annually by the existing Directors.

(b) The first Board of Directors and their addresses shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jim Degenhardt	36 Bishop Creek Drive Safety Harbor, FL 34695
Robert Wiley	1357 Sandy Lane Clearwater, FL 33755
Anthony Henson	1897 Yale Drive Clearwater, FL 33765
Annie Stanley	1353 Terrace Road Clearwater, FL 33755

(c) In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal, replacement Director(s) will be elected in accordance with the By-Laws.

ARTICLE XI.

By-Laws

The Board of Directors shall adopt By-Laws for the Foundation. The By-Laws may be amended, altered, or repealed by the Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Foundation as set out in these Articles of Incorporation.

ARTICLE XII.

Amendment

These Articles of Incorporation may be amended by the Members provided that any amendment will not adversely affect the status of the Foundation as an organization qualifying under Section 501 (c) (3) of the Code.

ARTICLE XIII.

Indemnification of Directors and Officers

(a) The Foundation hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding;

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Foundation to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity as Director, Officer, employee or agent of any other Foundation, partnership, joint venture, trust or other enterprise which he served at the request of the Foundation, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Foundation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Foundation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Foundation to procure a judgement in its favor by reason of his being or having been a Director or officer of the Foundation, or by reason of his being or having been a Director, officer, employee or agent of any other Foundation, partnership, joint venture, trust or other enterprise which he served at the request of the Foundation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Foundation. Such person shall not be entitled to indemnification relating to matters as to which such person has been adjudged to have been guilty of negligence of misconduct in the performance of his duty to the Foundation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonable believed to be in the best interests of the Foundation, and whether, with respect to any criminal action or proceedings, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Foundation to indemnify under applicable law.

IN WITNESS THEREOF, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 23rd day of September 1998. I am familiar with and accept the appointment as registered agent for SPORTS START FOUNDATION, INC.

Albert Craig Jr.

Incorporator / Registered Agent

FILED
98 OCT -1 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

I hereby certify that on this day personally appeared before me Albert Craig Jr. the undersigning authority, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 23rd day of September 1998.

Susan C. Marx

Notary Public,

State of Florida at Large

My Commission expires:



Susan C Marx
My Commission CC589690
Expires Sep. 30, 2000

(SEAL)