

N98000006134

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Coral Reef TouchDown Club
Inc.

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☒ Art of Inc. File Cert
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☒ Annual Report / Reinstatement
☒ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier

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Signature _____

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Will Pick Up

H. Printon OCT 27 1998

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**ARTICLES OF INCORPORATION
OF
CORAL REEF TOUCHDOWN CLUB, INC.**

Under Section 617 of the laws of the State of Florida, the undersigned, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, certifies:

ARTICLE I NAME

The name of the corporation, hereinafter called the Corporation, is CORAL REEF TOUCHDOWN CLUB, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be c/o Charlie Snow, 12010 S.W. 179 Terrace, Miami, Florida 33177.

ARTICLE III PURPOSES

The purpose for which the Corporation is formed is to receive and administer funds for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise dispose of any such property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such a manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the laws of the State of Florida.

ARTICLE IV RESTRICTIONS

The activities of the corporation are restricted as follows:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation,

or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) The Corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) Notwithstanding any other provisions of this certificate, the Corporation 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 Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE V MEMBERS

The corporation shall have no capital stock and shall be organized on a membership basis. The terms of admission to membership of the corporation and the amount and time of payment of fees and dues of members shall be controlled by the members themselves in such a manner as they shall direct in the By-Laws of this corporation.

ARTICLE VI DIRECTORS AND OFFICERS

The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3), nor more than the number specified in the By-Laws

of the corporation. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors have been elected and qualify. Provisions for the election, removal, disqualification and resignation of Directors, and for filling vacancies on the Board of Directors, shall be established by the By-Laws of the corporation.

The principal officers of the corporation shall be the President, Vice-President, Secretary, and Treasurer. Each shall exercise such powers and duties as granted by the Board of Directors and as provided for in the By-Laws of the corporation. Each principal officer shall hold a seat on the Board of Directors by virtue of his or her office. The principal officers, subsequent to the first principal officers, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors have been elected and qualified. Provisions for the election, removal, disqualification and resignation of a principal officer, and for filling vacancies in a principal office, shall be established by the By-Laws of the corporation.

Except as otherwise provided by law, a volunteer director or officer of the corporation shall not be personally liable to the corporation or to its members for monetary damages for a breach of the director's or officer's fiduciary duty.

The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director or officer incurred in good faith performance of their duty as a director or officer occurring on or after the date of incorporation.

ARTICLE VII DURATION

The corporation shall have a perpetual existence.

ARTICLE VIII DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Alternatively, the assets shall be distributed to the federal government, or to a state or local government, for a public purpose. A Court of competent jurisdiction shall dispose of any remaining assets of the corporation in accordance with law.

ARTICLE IX INITIAL REGISTERED AGENT

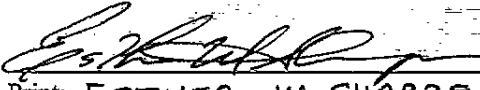
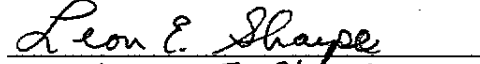
The name and Florida street address of the initial registered is Leon E. Sharpe, 4770 Biscayne Boulevard., Suite 970, Miami, Florida 33137.

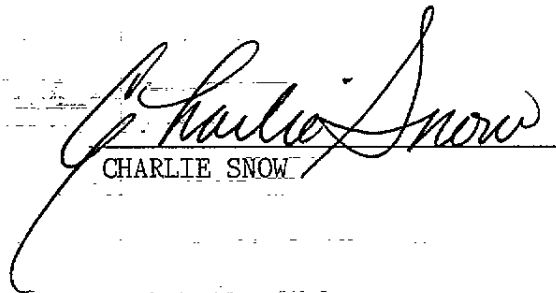
ARTICLE X INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Charles Snow, 12010 S.W. 179 Terrace, Miami, Florida 33177.

IN WITNESS WHEREOF, the subscriber hereto has set his hand and affixed his seal as of this 26 day of October, 1998.

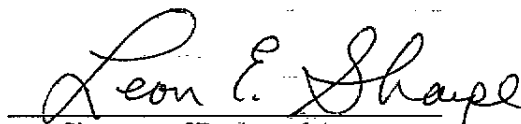
Signed, sealed and delivered in the presence of:


Print: ESTHER W. SHARPE

Print: LEON E. SHARPE


CHARLIE SNOW

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

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 of Registered Agent

10/26/98
Date

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