

LAW OFFICES
CURRY & ASSOCIATES, P.A.

LA VIVA PROFESSIONAL CENTER
750 WEST LUMSDEN
BRANDON, FLORIDA 33511
(813) 653-2500
FACSIMILE (813) 689-0242

CLIFTON C. CURRY, JR.
C. COLE JEFFRIES, JR.
DANIEL W. KING
FRANK J. NIVERT

Reply to:
P. O. Box 1143
Brandon, FL 33509-1143

N980000007056
December 8, 1998

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*****78.75 *****78.75

Corporate Records Division
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Bay Area Youth Basketball, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced proposed corporation, as well as the Designation of Resident Agent form, together with our firm check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified copy	\$ 8.75
Registered Agent	<u>\$ 35.00</u>
	\$ 78.75

FILED
8 DEC 11 PM 3:37
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We would appreciate receiving a certified copy of these Articles of Incorporation as quickly as possible.

Sincerely yours,


CLIFTON C. CURRY, JR.

CCC/pjw
Enclosures

CB
12-14-98
7

**ARTICLES OF INCORPORATION
OF
BAY AREA YOUTH BASKETBALL, INC.
(A Corporation Not for Profit)**

FILED
98 DEC 11 PM 3:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be:

BAY AREA YOUTH BASKETBALL, INC.

and its principal office and mailing office is

10427 Oakbrook Drive
Tampa, Florida 33624

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

I. The purposes for which the Corporation shall be to engage in fund raising to support programs which provide recreational sports activities for children, including, but not limited to, establishing a basketball league, and to support other charitable organizations which are also aimed to further the aforementioned programs.

The further purposes of which this corporation is organized shall be to receive and maintain real or personal property, or both, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

II. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other 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 Director or 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.

III. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

IV. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - MEMBERSHIP AND ADMISSION

Qualification for membership and the manner of admission shall be set out and regulated by the bylaws as adopted by the Corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be 750 W. Lumsden Road, Brandon, Florida 33511. The initial registered agent of this Corporation at such office shall be Clifton C. Curry, Jr., Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors shall consist of five members who shall have the power to notice, amend, and repeal the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as set out in the Bylaws, but the number of directors shall never be less than three. The names and addresses of the initial Board are:

<u>Name</u>	<u>Address</u>
Michael Kroll	10427 Oakbrook Drive Tampa, FL 33624
Rosalyn Kroll	10427 Oakbrook Drive Tampa, FL 33624
Kevin Castora	17115 Downs Drive Odessa, FL 33556
Harold Jones	8525 Gold Ridge Circle Tampa, FL 33619
Aimee Perera	4407 W. Idlewild Avenue Tampa, FL 33614

ARTICLE VII - OFFICERS

The officers of the Corporation are to be managed by as President, Vice President, Secretary, and Treasurer. Officers shall be elected by the Board of Directors annually on the 1st day of December each year. The following persons shall serve as officers of the Corporation until the first election of Officers is held.

Michael Kroll 10427 Oakbrook Drive Tampa, FL 33624	President
Kevin Castora 17115 Downs Drive Odessa, FL 33566	Vice President
Harold Jones 8525 Gold Ridge Circle Tampa, FL 33619	Treasurer
Aimee Perera 4407 W. Idlewild Avenue Tampa, FL 33614	Secretary

ARTICLE VIII - BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE IX - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner: (a) notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendments is considered, and (b) a resolution of the adoption of the proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Except as elsewhere provided, such approvals must be by not less than two-thirds vote of the entire membership of the Board of Directors and be not less than two-thirds vote of the entire membership of the Board of Directors and be not less than two-thirds of the votes of the entire membership of the Corporation.

ARTICLE VII - INCORPORATOR

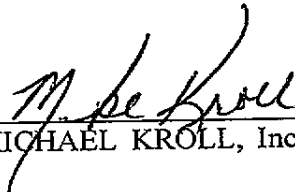
The name and address of the person signing these Articles of Incorporation is:

Name

Address

Michael Kroll

10427 Oakbrook Drive
Tampa, FL 33624



MICHAEL KROLL, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, MICHAEL KROLL, as incorporator, to me personally known or who produced driver's licenses or _____ as identification, and who did take an oath, to be the person described in and who, after being duly sworn, deposes and states that he executed the foregoing ARTICLES OF INCORPORATION of BAY AREA YOUTH BASKETBALL, INC. and the

said individual acknowledged before me that he executed the same as his free act and deed for the uses and purposes therein stated.

SWORN TO AND SUBSCRIBED BEFORE ME, this 7th day of December, 1998,
at Brandon, Hillsborough County, Florida.

NOTARY PUBLIC

Patti J. Williams
Print: Patti J. Williams
State of Florida at Large (Seal)
My Commission No.
My Commission Expires:



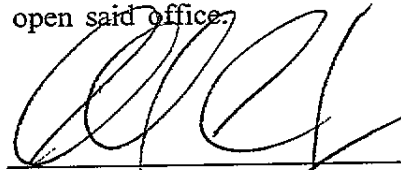
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)
BAY AREA YOUTH BASKETBALL, INC.**

Pursuant to applicable Florida Statutes, the following is submitted:

That Bay Area Youth Basketball, Inc., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at 750 W. Lumsden Road, Brandon, Florida 33511, has named Clifton C. Curry, Jr. as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.



CLIFTON C. CURRY, JR.
as Registered Agent

FILED
98 DEC 11 PM 3:37
STATE OF FLORIDA
TALLAHASSEE, FLORIDA