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Division of Corporations
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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Tennis in Tampa, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of**

TENNIS IN TAMPA, INC.

Mailing Address: 2329 W. Ohio Avenue
Tampa, Florida 33607

The undersigned subscribers to these Articles of Incorporation, each being a natural person, hereby make, subscribe and acknowledge these articles of incorporation, and form this corporation under the laws of the State of Florida governing the formation and existence of corporations not-for-profit.

Article I - Name

The name of this corporation shall be TENNIS IN TAMPA, INC.

Articles II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized exclusively for all purposes for which a corporation, not-for-profit, may be formed under the laws of the State of Florida; specifically excluded from &... corporation's purposes are any pecuniary profit or financial gain. The purposes of the corporation include, but are not limited to, the following:

- a. To promote, encourage and foster the development and growth of the sport of tennis at both the junior and adult levels in the Tampa area.

NAME: MARK E. McLAUGHLIN
ADDRESS: 400 North Tampa St., 23rd Fl.
Tampa, Florida 33602
PHONE: 813-273-4200
FLORIDA BAR NO.: 0861774

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H99000003807 7

b. To provide an opportunity for persons of all ages to learn and engage in a wholesome, lifetime sport and recreational activity, and to foster the development of facilities and events that will allow tennis players of all ages and skill levels to develop through local, re-local, State, National and International competition.

c. To promote physical fitness and encourage proper conditioning and healthy habits.

d. To provide opportunities for healthy social, emotional and educational development of young persons through peer encounters in athletics and through family participation.

e. To operate exclusively in any manner for such charitable and educational purposes as

will qualify the corporation as an exempt organizational under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding or additional provisions of any subsequent federal tax law or laws.

f. To assist local government at the city and county level with providing quality tennis recreational activities and facilities, through organizing and running league tennis activities, encouraging the tennis development of young persons, assisting underprivileged young persons by providing or paying for instruction or otherwise making the means to instruction available, and by promoting amateur tennis competition.

Article IV - Membership

Membership shall be open to any person interested in furthering the purposes of the corporation, as set forth in these articles, and who qualifies for membership in accordance with the By-Laws of the corporation, as may be adopted or amended from time to time by the Officers and Directors of the corporation. The membership shall annually elect the Officers and Directors of the corporation, by the procedures specified in the By-Laws of the corporation. The membership shall have such additional voting rights as shall, from time to time, be set forth in

FAX AUDIT NO.:
H99000003807 7

the By-Laws of the corporation.

Article V - By-Laws

The Officers and Directors of the corporation shall prescribe the By-Laws for the operations and activities of the corporation, and shall amend or modify the By-Laws from time to time for the best advantage of the corporation and its purposes as stated herein.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2329 W. Ohio Avenue, Tampa, Florida 33607, and the name of the initial registered agent of this corporation is Linda Cantrell.

Article VII - Officers

The Officers of the corporation shall be the President, Vice President, Secretary, Treasurer, and the Immediate Past President. The Officers shall have the duties specified by the By-Laws of the corporation. The Officers shall be elected annually by the procedures specified by the ByLaws. Each Officer shall also sit as a Director on the corporation's Board of Directors. The President shall act as the chairperson of the Board of Directors.

The initial Officers of the corporation, set forth below, shall hold office until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

President	Linda Cantrell
Vice President	Sharen Solomon

FAX AUDIT NO.:
H99000003807 7

Secretary Roger Benson

Treasurer Vicki Schnurr

Article VIII - Board of Directors

The powers of the corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, a Board of Directors (the "Board"). The Board shall be composed of not less than 20 nor more than 26 Directors, elected from the membership of the corporation. Each Officer of the corporation, upon election, shall automatically sit on the Board as a Director. The remaining Directors of the corporation shall be elected by the membership by such procedures and for such terms as may, from time to time, be specified by the By-Laws of the corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board shall have all the rights, powers, and privileges prescribed by law for directors of corporations for profit, including the power to establish an executive committee and other committees composed of members of the Board and members of the corporation. The Board may, on an "as needed" basis or through the By-Laws, authorize an executive committee composed of the President, Vice President, Secretary, Treasurer and Immediate Past President to act on behalf of the entire Board in the interim between regularly scheduled meeting of the Board. The Board may by majority

FAX AUDIT NO.:
H99000003807 7

vote require that certain business or actions of the corporation be approved by a majority vote of the full Board. The Board may, at any regular meeting, by majority vote of the Directors present and voting, fill any vacancy among the Officers or on the Board of Directors for the unexpired term of any such position. The initial Board of Directors of the corporation, set forth below, shall hold office for such terms as provided in the By-Laws and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Article-VIII - Incorporators

The names and addresses of the persons subscribing to and signing these articles of incorporation is as follows:

Vicki Schnurr

Sharen Solomon

Roger Benson

Linda Cantrell

Article IX -- Earnings. Activities and Prohibited Activities

This corporation is organized as a not-for-profit entity for charitable, educational and public service purposes.

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

FAX AUDIT NO.:
H99000003807 7

rendered and to make payments and distributions in furtherance of the purposes set forth herein.

b. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal 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), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

d. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

e. The corporation shall not have the objectives nor engage in activities which would characterize it as an "action organizations" as defined in Treas. Reg. 501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

Article X - Declaration and Distribution of Assets

The property of the corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit

FAX AUDIT NO.:

H99000003807 7

of any director, officer or member thereof, or to the benefit of any private individual

Upon dissolution of the corporation, the Officers and Directors shall, after paying or making provisions for the payment of all 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 or organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any future or other United States Revenue Law), as the Officers and Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Second Judicial Circuit, in and for Leon County, Florida, 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 XI - Particular Actions

The following corporate actions shall require the affirmative consent of a majority of the Officers and Directors, present and voting:

1. Amendment of the Articles of Incorporation or adoption or amendment of the By-Laws.
2. Expenditure of corporate funds exceeding One Thousand Dollars (\$1,000.00).

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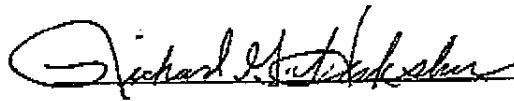
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS of this corporation, have executed these Articles of Incorporation at Tampa, Florida, on the dates written below.

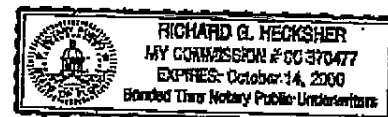

Linda Cantrell

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority personally appeared Linda Cantrell known to me and known to me to be the individual described by said name in and who executed the foregoing instrument for the uses and purposes therein set forth.

Given under my hand and official seal this 17th day of September, 1998.


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FAX AUDIT NO.:
H99000003807 7

Vicki Schnurr
Vicki Schnurr

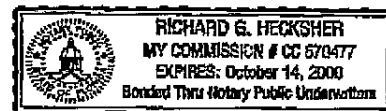
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority personally appeared Vicki Schnurr known to me and known to me to be the individual described by said name in and who executed the foregoing instrument for the uses and purposes therein set forth.

Given under my hand and official seal this 17th day of September, 1998.

Richard G. Hecksher

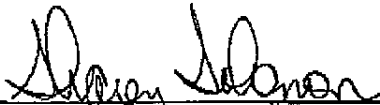
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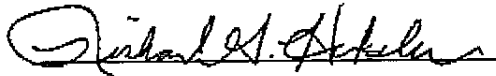
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Sharen Solomon

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority personally appeared Sharen Solomon known to me and known to me to be the individual described by said name in and who executed the foregoing instrument for the uses and purposes therein set forth.

Given under my hand and official seal this 17th day of September, 1998.




NOTARY PUBLIC, State of Florida



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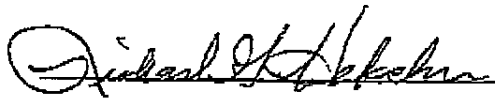
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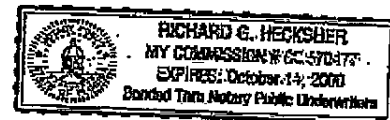

Roger Benson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority personally appeared Roger Benson known to me and known to me to be the individual described by said name in and who executed the foregoing instrument for the uses and purposes therein set forth.

Given under my hand and official seal this 17th day of September, 1998.


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FAX AUDIT NO.:
H99000003807 7

H99000003807 7

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 617.0501 and 48.091, Florida Statutes, Tennis in Tampa, Inc. desiring to organize under the laws of the State of Florida, has designated Linda Cantrell whose street address is 2329 W. Ohio Avenue, Tampa, FL 33607, as its agent to accept service of process within the State of Florida.

Having been named by the above-referenced corporation as its registered agent to accept service of process at the location designated herein, hereby accepts to act in this capacity, is familiar with and accepts the obligations of Section 617.0501, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

Linda Cantrell, President

Registered Agent

Feb 12, 1999

Date

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TALLAHASSEE, FLORIDA

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