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LAW OFFICES OF
DEAN HANEWINCKEL, P.A.

SEAFOAM VILLAGE
SUITE 110
2800 PLACIDA ROAD
ENGLEWOOD, FLORIDA 34224

(941) 697-8383

FAX (941) 697-8515

January 27, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

900002791629--6
-03/02/99--01020--011
*****78.75 *****78.75

Re: Englewood Athletics, Inc.

Ladies/Gentlemen:

With regard to the above, enclosed please find original and copy of Articles of Incorporation, together with Certificate Designating Registered Agent, and our client's check in the amount of \$78.75, representing the following:

Filing fee	\$35.00
Certificate Designating Registered Agent	\$35.00
Certified Copy	\$ 8.75

We request that the Articles be filed and the enclosed copy be certified and returned to the undersigned. Please note that the incorporator for this corporation is the same person who filed Articles of Amendment to change the name of Florida Corporation, Document No. N98000000449, from Englewood Athletics, Inc. to Englewood Players, Inc. Englewood Players, Inc. has no objection to the use of its former name by the corporation being created under this cover letter. Thank you for your prompt attention to this request.

Sincerely,


Dean Hanewinckel

DH:rf

Enclosures

B. BROCK MAR 5 1999

FILED
99 MAR -2 AM 9:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**ENGLEWOOD ATHLETICS, INC.
a Florida Not For Profit Corporation**

FILED
99 MAR -2 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Englewood Athletics, Inc.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to

(i) To promote the social welfare by advancing physical fitness through the establishment, maintenance and promotion of regular programs of athletic activity, physical conditioning and training in organized youth sports activities.

(ii) To combat juvenile delinquency by providing for children and youths regular supervised programs of wholesome athletic activity.

(iii) To further individual self-discipline, building character and promote sportsmanship by providing regular supervised training, instruction and competition.

(iv) To provide programs of supervised and qualified instruction with approved and trained coaches and teachers to youth for the purpose of improving or developing their capabilities.

(v) To instruct the public and provide general information with respect to youth athletics and the benefits to be derived from participation therein through lectures and other programs on the subject useful to the individual and beneficial to the community.

(vi) To organize, conduct and supply direction for athletic competitions and to conduct tournaments and leagues.

(vii) To promote scholarship and educational responsibility by prescribing eligibility criteria for participants and contestants, which are based, in part, on scholastic achievement.

(viii) To supplement and support interscholastic athletic competitions and other youth athletic programs in the Englewood, Florida area.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The street address of the initial principal office and mailing address of the corporation

is 3340 Placida Road, Englewood, Florida 34224.

ARTICLE V

The street address of the initial registered office of the corporation is 3340 Placida Road, Englewood, Florida 34224. The name of its initial registered agent at such address is Paul Collom.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors and the method of election of directors shall be stated in the bylaws of the corporation, provided that the number of directors shall never be less than three (3).

The directors named herein as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Paul Collom	3340 Placida Road, Englewood, FL 34224
Homer Downs	30 Sportsman Lane, Rotonda West, FL 33947
Bill Stiver	850 River Road So., Englewood, FL 34223

ARTICLE VII

The name and address of the incorporator are: Paul Collom, 3340 Placida Road, Englewood, Florida 34224.

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall be permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX


Upon the 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 X

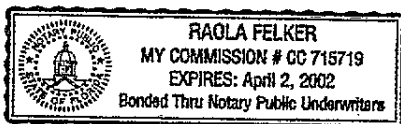
Amendment to these articles of incorporation may be adopted by the board of directors at a meeting of the board of directors by a majority vote of the directors then in office.

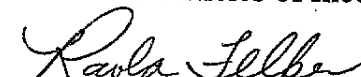
The undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these articles of incorporation on February 22, 1999.


PAUL COLLOM

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on the 22nd day of February, 1999, before me, a notary public duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Paul Collom, and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.




Notary Public

Personally known X OR Produced Identification _____
Type of identification Produced _____

To: The Department of State
Tallahassee, Florida 32314

CERTIFICATE DESIGNATING REGISTERED AGENT

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

Dated: February 22, 1999.


Paul Collom, Registered Agent

FILED
99 MAR -2 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA