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FLORIDA NON-PROFIT CORPORATION

Running Pride, Inc.

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MAR. 18. 1999 10:08AM '99 GRIMES, GOEBEL ET AL State NO. 1608 P. 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 1999

GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.

SUBJECT: RUNNING PRIDE, INC.
REF: W99000006334

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Michelle Milligan
Document Specialist

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ARTICLES OF INCORPORATION
OF
RUNNING PRIDE, INC.

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I, the undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, do hereby form a corporation for nonprofit purposes under the laws of the State of Florida pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be RUNNING PRIDE, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of RUNNING PRIDE, INC. shall be 816 29th Street East, Bradenton, Florida 34208. The mailing address of RUNNING PRIDE, INC. shall be P.O. Box 11296, Bradenton, Florida 34282.

ARTICLE III. PURPOSE

Section 1: The general nature of the objectives and purposes of this corporation shall be to promote and establish a running program, promote an interest in running, provide fellowship and education through mutual interest. To apply for grants and operate programs on a nonprofit basis, and with none of the assets to accrue to the organizers, officers, directors, or members of this corporation during its existence or upon dissolution. Furthermore, it is the objective of this corporation to be exempt from taxation from all governmental entities whatsoever.

Section 2: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the

Caleb J. Grimes, Esquire/FL Bar #264636
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941-748-0151 Fax 941-748-0158
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Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

Section 3: The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income as proposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 4: The Corporation shall not engage in any acts of self dealing, as defined in Section 4941(D) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 5: The Corporation shall not retain any excess business holdings, as defined in Section 4943 (C) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 6: The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax law.

Section 7: The Corporation shall not make any taxable expenditures as defined in Section 4945, Subsection D of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 8: Notwithstanding any other provision of these Articles of Incorporation, the

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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) (3) of the Internal Revenue Code and Regulations issued pursuant thereto 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 the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended. -

Section 9 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) (3) of the Internal Revenue Code (or the corresponding provision 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 of Manatee, in which the principle office of the Corporation is to be located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved by law. -

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34205, and the initial registered agent at such address will be Caleb J. Grimes. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Ernest L. Jones, 816 29th Street East, Bradenton, Florida 34208.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have four (4) directors initially, elected as set forth in the by-laws. The number of Directors may be increased or diminished from time to time by the by-laws, but shall never be less than three (3).

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial Directors of this corporation and their street addresses are:

Caleb J. Grimes	1023 Manatee Avenue West Bradenton, Florida 34205
Ernest L. Jones	816 29th Street East Bradenton, Florida 34208
Maria Massi	2808 81st Avenue East Ellenton, Florida 34222
Alvin Salters	1102 3rd Street West Bradenton, Florida 34205

ARTICLE IX. OFFICERS

The executive officers of this corporation, shall be a President, Vice-President, Secretary, Treasurer and Registrar. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. SOLICITATION OF FUNDS

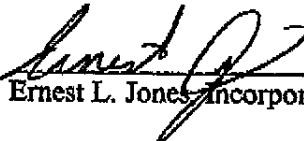
If the corporation should solicit funds and contributions in furtherance of its stated purpose, it shall file a registration statement with the Division of Consumer services of the Department of Agriculture and Consumer Affairs, as required by Florida Statute 496.401 through 496.424.

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ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein to directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, Internal Revenue Code Section 501(C)(3), for the purposes therein set forth.


Ernest L. Jones, Incorporator

STATE OF FLORIDA :
COUNTY OF MANATEE:

THE FOREGOING INSTRUMENT was acknowledged before me this 16th day of March, 1999, by Ernest L. Jones, who has produced _____ as identification or who is personally known to me and who did () did not () take an oath.


NOTARY PUBLIC

My Commission Expires:



Jack M. Mang
My Commission CC677771
Expires September 7, 2001

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

RUNNING PRIDE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 816 29th Street East, Bradenton, Florida 34208, with Caleb J. Grimes, at 1023 Manatee Avenue West, Bradenton, Florida 34205, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Caleb J. Grimes, Esquire
Registered Agent

DATED this the 16th day of March, 1999.

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