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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

PHD RUNNING CLUB, INC.

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ARTICLES OF INCORPORATION

OF

PHD RUNNING CLUB, INC.

The undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

ARTICLE I. NAME AND ADDRESS

The name of this corporation is PHD RUNNING CLUB, INC. The principal business address of the corporation is 3625 Winkler Avenue, Apt. 233, Fort Myers, Florida 33916.

ARTICLE II. PURPOSES

The general nature of the objects and purposes of this corporation shall be:

1. The purpose of this organization shall be to advance the physical, moral, and social development of youths in the community through running.
2. The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal

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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.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers, officers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the by-laws.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE V. SUBSCRIBERS

The name and residence of the subscriber to these Articles is:

NAME

RESIDENCE

JOHN WILLIAMS

3625 Winkler Avenue, Apt. 233
Fort Myers, Florida 33916

ARTICLE VI. OFFICERS

Section 1. The officers of the corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the by-laws.

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Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE

NAME

President

JOHN WILLIAMS

Secretary/Treasurer

DEBRA CORTES

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the bylaws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time, by the bylaws but shall never be less than three (3).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the bylaws.

Section 4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME

ADDRESS

DAVID HEINKEL

3625 Winkler Avenue, Apt. 233
Fort Myers, Florida 33916

MAUREEN MODICA

3625 Winkler Avenue, Apt. 233
Fort Myers, Florida 33916

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DEBRA CORTES

3625 Winkler Avenue, Apt. 233
Fort Myers, Florida 33916

ARTICLE VIII. BYLAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Under proper notice the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose.

ARTICLE X. LOCATION

The location of this corporation shall initially be at 3625 Winkler Avenue, Apt. 233, in the City of Fort Myers, County of Lee, State of Florida. The Board of Directors may designate such other and additional addresses for the location of the corporation as it may from time to time see fit.

ARTICLE XI. DESIGNATION OF RESIDENT AGENT

The initial resident agent of this corporation for the purpose of accepting service of process within this State shall be JOHN WILLIAMS, whose address is 3625 Winkler Avenue, Apt. 233, City of Fort Myers, County of Lee, State of Florida.

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ARTICLE XII.

Section 1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, director, or officer.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

Section 3. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or director or trustee of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal, this 26 day of February, 1999, for the purpose of forming this corporation not for profit under laws of the State of Florida.


JOHN WILLIAMS, Incorporator

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity and

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to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


JOHN WILLIAMS

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