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April 30, 1999

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State of Florida Division of Corporations PO Box 6327 Tallahassee, Florida 32314

RE: HEARTLAND VOLLEYBALL CLUB, INC.

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation and Certificate Designating registered Agent for the above referenced corporation. Please file these Articles and return a certified copy to this office. A check in the amount of \$78.75 is enclosed to cover the following charges:

Filing Fee \$35.00 Certified Copy 8.75 Registered Agent Designation 35.00

TOTAL - \$ 78.75

Thank you,

ANNE SUGG, CLAS-CFLA

Legal Assistant

Enclosures

cc: Client

SECRETARY OF STATE STATE OF CORPORATE

FILED SECRETARY OF STATE VISION OF CORPORATIONS

ARTICLES OF INCORPORATION

FOR

99 MAY -3 PH 4: 29

HEARTLAND VOLLEYBALL CLUB, INC.

The undersigned acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The Name of the corporation shall be:

HEARTLAND VOLLEYBALL CLUB, INC.

ARTICLES II: PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The address of the principle office and the mailing address of the corporation shall be:

2866 Palo Verde Drive, Avon Park, FL 33825

ARTICLES III: PURPOSES

The specific purpose or purposes for which this corporation is organized is (are):

To oversee the activities and promote the sport of volleyball for girls in a club environment giving them the opportunity to participate in year round volleyball.

The above stated purposes for which the corporation is organized are exclusively religious, 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.

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 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 IV: MANNER OF ELECTION OF DIRECTORS

Initially a three member board of directors will be established by election by the members of corporation at its annual meeting in held in April. Said three member board shall serve for three years. One member of the Board of Directors shall initially serve a term of one year, one member of the Board of Directors shall initially serve a term of two years and one member shall be elected for a term of three years. Thereafter, each member of the Board of Directors shall be elected to serve three year terms.

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent and the street address of the initial registered office are:

Clifford M. Ables, III

551 South Commerce Avenue
Sebring, FL 33870

ARTICLE VI: INCORPORATOR(S)

The name and street address of the incorporator for those Articles of Incorporation is:

NAME ADDRESS

Tina Harshman 4004 Ann Avenue Sebring, FL 33870

ARTICLE VIII, DISSOLUTION OF CORPORATION

In the event of dissolution, the residual assets of the organization will be turned over to the South Florida Community College, if such exists at the time of dissolution. If said corporation is not in existence at the time of dissolution, the residual assets of the organization will be turned over to the Highlands County Chapter of the YMCA, if such exits at the time of dissolution, or one or more other organizations which themselves are exempt as organizations described in sections 505(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

The undersigned incorporator has Incorporation this day	executed the Articles of of April , 1999.
HEARTLAND VOL	LEYBALL CLUB, INC.
BY: Jina Harshman	
(11141 11410)	JIII'IAIN
STATE OF FLORIDA COUNTY OF HIGHLANDS	
The foregoing instrument was acknowledged before me this day of	

JULIE D. KINYON
COMMISSION # CC 458431
EXPIRES MAY 22,1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §617.0501, Florida Statues, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is

HEARTLAND VOLLEYBALL CLUB, INC.

The name and address of the registered agent and office is: 2.

> Clifford M. Ables, III 551 South Commerce Avenue Sebring, FL 33870 Signature Vice President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THAT CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE