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FILED
99 MAY 17 PM 4:01 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 12, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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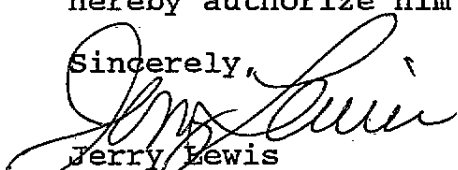
Re: Panama City Junior Volleyball Club, Inc.

Enclosed please find the following:

- 1) Articles of Dissolution for Panama City Junior Volleyball Club, Inc. which was incorporated on November 30, 1998. The corporation was incorporated as a for profit entity in error. A check for \$35 has been attached as a filing fee.
- 2) An affidavit executed by a Director of Panama City Junior Volleyball Club, Inc. releasing the name of the to be dissolved corporation.
- 3) Articles of Incorporation for a non-profit organization Panama City Junior Volleyball Club, Inc. with a check for a filing fee of \$70.

Our intent in the above transaction is to dissolve the prior corporation which was formed as a for profit in error but still retain the name of the club for use in the new non-profit corporation. If you have any questions please contact our certified public accountant, Robert Harris, at 850-784-6733. I hereby authorize him to assist you in this matter.

Sincerely,


Jerry Lewis
Director and Treasurer

Weathersby, D'Aoust, & Harris, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
P.O. BOX 15547 • PANAMA CITY, FLORIDA 32406

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DIVISION OF CORPORATIONS

gjc
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AFFIDAVIT

State of Florida
County of Bay

I, Jerry Lewis, Treasurer and Director of the recently dissolved for profit corporation Panama City Junior Volleyball Club, Inc., state that in the final meeting of the Board of Directors a motion was passed to release the above name, Panama City Junior Volleyball Club, Inc., for use in a to be formed non-profit corporation and further state that the name will not be used from this date for the for profit corporation.

Signature of Director: _____

Typed or printed name: Jerry Lewis

Date: May 12, 1999

Sworn and subscribed before me this 12th day of May, 1999



MARY E HOWARD
My Commission GC551790
Expires Apr. 30, 2000

ARTICLES OF INCORPORATION
OF
PANAMA CITY JUNIOR VOLLEYBALL CLUB, INC.
a Florida Not For Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is Panama City Junior Volleyball Club, 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 general purposes for which the corporation is formed are to operate exclusively for such charitable purposes including the operation of an organization to promote education for the youth in Bay County and the surrounding counties through youth activities. The organization will be non discriminately open to ages ten through eighteen as well as other activities which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 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.
- (B) 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 corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have one class of membership which shall consist of the parents or legal guardians of all youth enrolled in the program.

ARTICLE V

The principal office of this corporation is 1407 Dunnet Road, Lynn Haven, Florida 32444, County of Bay, State of Florida. The street address of the initial registered office of this corporation is 2611 Highway 231, Panama City, Florida 32405, and the name of the initial registered agent of this corporation at that address is Jerry Lewis.

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 of the corporation shall be no less than three (3) nor more than seven (7), provided, however, that such number may be changed by a bylaw duly adopted pursuant to the by-laws of this corporation.

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.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 1407 Dunnet Road, Lynn Haven, Florida, at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>Name</u>	<u>Residential Address</u>
Patricia Lewis	1407 Dunnet Rd. Lynn Haven, FL 32444
Sheila Bundy	407 W. 4 th St. Lynn Haven, FL 32444
Janet Davis	2310 E. 34 th Place Panama City, FL 32405
Jerry Lewis	1407 Dunnet Rd. Lynn Haven, FL 32444

ARTICLE VII

The name and address of each incorporator are:

<u>Name</u>	<u>Residential Address</u>
Patricia Lewis	1407 Dunnet Rd. Lynn Haven, FL 32444
Sheila Bundy	407 W. 4 th St. Lynn Haven, FL 32444
Janet Davis	2310 E. 34 th Place Panama City, FL 32405
Jerry Lewis	1407 Dunnet Rd. Lynn Haven, FL 32444

ARTICLE VIII

The board of directors shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the by-laws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Patricia Lewis	1407 Dunnet Rd. Lynn Haven, FL 32444	President
Sheila Bundy	407 W. 4 th St. Lynn Haven, FL 32444	Vice President
Janet Davis	2310 E. 34 th Place Panama City, FL 32405	Secretary
Jerry Lewis	1407 Dunnet Rd. Lynn Haven, FL 32444	Treasurer

ARTICLE IX

Subject to the limitations contained in the by-laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by resolution of the board of directors or by following the procedure set forth therefore in the by-laws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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99 MAY 17 PM 4:30
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TALLAHASSEE, FLORIDA

ARTICLE XII

Amendments to these article of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of members of the corporation.

We, the undersigned, being all the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on the 12 day of May, 1999.

I, Jerry Lewis, accept
the duties of Registered
Agent.

Patricia Lewis
Patricia Lewis

Sheila Bundy
Sheila Bundy

Janet B Davis
Janet Davis

Jerry Lewis
Jerry Lewis
Registered Agent/Incorporator

STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared Patricia Lewis, to me well known and known to me to be the individual described in and who executed the foregoing Article of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and seal in the state and county aforesaid, this 12 day of May, 1999.

Mary E. Howard
Notary Public, Sign

MARY E. HOWARD
Notary Public, Print
My commission expires:

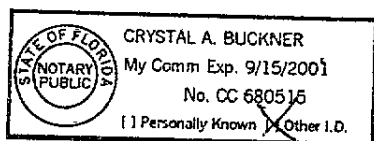


MARY E HOWARD
My Commission CC851750
Expires Apr. 30, 2000

STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared Sheila Bundy, to me well known and known to me to be the individual described in and who executed the foregoing Article of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and seal in the state and county aforesaid, this 13 day of May 1999.



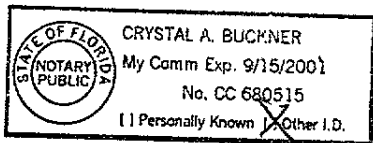
Crystal A. Buckner
Notary Public, Sign

Crystal A. Buckner
Notary Public, Print
My commission expires: 9/15/01

STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared Janet Davis, to me well known and known to me to be the individual described in and who executed the foregoing Article of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and seal in the state and county aforesaid, this 13 day of May 1999.



Crystal A. Buckner
Notary Public, Sign

Crystal A. Buckner
Notary Public, Print
My commission expires: 9/15/01

STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared Jerry Lewis, to me well known and known to me to be the individual described in and who executed the foregoing Article of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, may hand and seal in the state and county aforesaid, this 12th day of May 1999.

Mary E. Howard
Notary Public, Sign

MARY E. HOWARD
Notary Public, Print
My commission expires:



MARY E HOWARD
My Commission CC551790
Expires Apr. 30, 2000