

N 9900005577

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FILED

99 SEP 15 AM 10:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 12, 1999

\*ALSO ADMITTED IN ILLINOIS

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

000002987350--2  
-09/15/99-01024-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Sports Club of Tampa Bay, Inc.

Sirs/Mesdames:

On behalf of the above-named organization, I enclose, for filing, in duplicate, its articles of incorporation, together with a check for \$70.00 as filing fee and registered agent's fee.

Should you have any questions in connection with this filing, please let me know. Thank you.

Sincerely,



Roberto R. Ruelo

Enclosures

cc: Emidio J. Germino (w/ encl.)

DA 9/21/99 ✓

ARTICLES OF INCORPORATION  
OF THE  
SPORTS CLUB OF TAMPA BAY, INC.

FILED

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The undersigned incorporators, for the purpose of forming a Corporation Not For Profit in accordance with Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article 1. Name and Address. The name of the Corporation is the SPORTS CLUB OF TAMPA BAY, INC. The address of the Corporation is 2189 Mary Lane, Palm Harbor, FL 34685 and such address within the State of Florida as the Board of Directors of the Corporation may from time to time designate.

Article 2. Purposes. The primary purpose of the Corporation is to teach the development of good sportsmanship, or exclusively for educational, scientific, religious or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the Corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court 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 3. Members. The Corporation is organized upon a nonstock basis within the purview of Section 617.011, Florida Statutes. The classes, qualifications, admission, rights, and termination of members of the Corporation shall be as stated in the Bylaws of the Corporation.

Article 4. Directors. The qualifications, number, manner of election or appointment, and tenure of office of the directors of the Corporation shall be as stated in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time by the members of the Corporation but may never be less than three. The names and addresses of the initial directors who shall hold office until an election is held by the members of the Corporation for the election of permanent trustees or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Rolando Lazaro	2189 Mary Ln, Palm Harbor, FL 34685
Francisco Estrada	8303 N 46th St, Tampa, FL 33617
Ernesto Resulta	3546 Pendleton Way, Land O'Lakes, FL 34639

Rosendo Hermano  
 Emidio Germino  
 Meden Jamo  
 Juanito Estrada  
 Rogelio Gotanco  
 Virgil Germino  
 Joseph Estrada  
 Joe Baruta

10931 Aster Ave, Tampa, FL 33612  
 8301 N 46th St, Temple Terrace, FL 33617  
 3012 Cedaridge Dr, Tampa, FL 33618  
 8303 N 46th St, Tampa, FL 33617  
 12235 N 16th St #222E, Tampa, FL 33612-4925  
 6008 N Tampa St, Tampa, FL 33604  
 9509 N Hyaleah Rd, Tampa, FL 33617  
 5202 S Puritan Ave, Tampa, FL 33611-4027

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Article 5. Officers. The qualifications, manner of election or appointment, and tenure of office of the officers of the Corporation shall be as stated in the Bylaws of the Corporation.

Article 6. Registered Agent and Address. The initial registered agent of the Corporation is Rolando Lazaro. His address is 2189 Mary Lane, Palm Harbor, FL 34685.

Article 7. Indemnification. The Corporation shall indemnify its officers, directors, employees or agents in those cases as now or hereafter provided in Section 617.0834, Florida Statutes.

Article 8. Articles of Incorporation. The Articles of Incorporation of the Corporation shall be amended by a two-thirds vote of the members of the Corporation present at a regular or special meeting, there being a quorum.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein expressed this 9TH day of September, 1999.

  
 \_\_\_\_\_  
 ROLANDO LAZARO

  
 \_\_\_\_\_  
 FRANCISCO ESTRADA

  
 \_\_\_\_\_  
 EMIDIO GERMINO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091, 617.0202, 617.0501, and 617.023, Florida Statutes, the following is submitted:

The Sports Club of Tampa Bay, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in 2189 Mary Lane, Palm Harbor, FL 34685, has named Rolando Lazaro, located at 2189 Mary Lane, Palm Harbor, FL 34685, as its agent to accept service of process within Florida.

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. Further, I certify that I am familiar with and agree to comply with the provisions of all statutes, including the duties and obligations provided for in Section 607.0505, Florida Statutes, relative to the proper and complete performance of my duties.

Dated: September 9TH, 1999

  
 \_\_\_\_\_  
 ROLANDO LAZARO  
 Registered Agent