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September 29, 1999

Secretary of State
The Capitol
Tallahassee, FL 32304

ATTN: Corporation Division

RE: MYRTLE GROVE YOUTH ASSOCIATION FOUNDATION, INC.

Dear Sir:

We are enclosing herewith the original and one copy of the Articles and Resident Agent Form. We would appreciate your furnishing a certified copy of the same. We are enclosing herewith a check for \$70.00 to cover fees.

PLEASE CONTACT MY OFFICE COLLECT IF YOU HAVE ANY QUESTIONS.

Yours truly,

STEPHEN M. GUTTMANN

SMG/me

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT -1 PM 12:28

FILED

10/5/99
T.B.

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ARTICLES OF INCORPORATION

99 OCT -1 PM 12:28

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MYRTLE GROVE YOUTH ASSOCIATION FOUNDATION, INC.

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act."

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be MYRTLE GROVE YOUTH ASSOCIATION FOUNDATION, INC.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV

PURPOSES AND POWERS

The corporation is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer, Employee or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to the compensation of Directors, Officers, Employees or Members of the Association for

the rendition of unusual or exceptional services to the Corporation.

The purposes for which the Association is formed, and the powers that may be exercised by the Board of Directors of the Association, are:

(a) To buy, sell, mortgage and deal with real and personal property in every manner whatsoever;

(b) To engage in every aspect of operating a foundation providing the wherewithal to promote youth activities in the Myrtle Grove area;

(c) It shall have the rights, power and privileges incidental to corporations under the laws of the State of Florida and to do all necessary acts in the conduct of the aforesaid foundation;

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

ARTICLE V

BOARD OF DIRECTORS

A. **NUMBER AND QUALIFICATIONS.** The business and affairs of the Corporation shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than four directors.

B. **DUTIES AND POWERS.** All of the duties and powers of the Corporation existing under these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees.

C. **ELECTION; REMOVAL.** Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. TERM OF INITIAL DIRECTORS. The Incorporator shall appoint the members of the first Board of Director, for a period as described in the bylaws.

E. INITIAL DIRECTORS. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws are as follows: Glenn Currie, Robert R. Macon, Mike Hall and Jeff Miller.

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected as described in the bylaws.

ARTICLE VII

MEMBERSHIP

Those persons with upstanding moral character, as may be determined by the membership committee, who are genuinely interested in youth sports activities may make application for membership. Limitations and requirements are as described in the by-laws.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Association is: Glenn Currie, 7820 Templeton Road, Pensacola, FL 32507.

The principal place of business and mailing address of this corporation shall be: 99 North 61st Avenue Pensacola, FL 32506.

ARTICLE IX

DISSOLUTION

The Association may be dissolved by a vote of eighty percent (80%) of the Members entitled to vote at any regular or special

meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting.

ARTICLE X

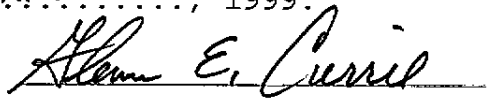
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is: Glenn Currie, 7820 Templeton Road, Pensacola, FL 32507.

and the name of the initial registered agent of the Association at

said address is: Glenn Currie

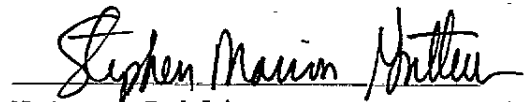
IN WITNESS WHEREOF, the undersigned has executed there Article of Incorporation on this 29th day of September, 1999.



GLENN CURRIE Incorporator

STATE OF FLORIDA
COUNTY OF

Before me personally appeared GLENN CURRIE to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.



Notary Public
State of Florida



STEPHEN MARION GUTTMANN
My Commission CC528436
Expires Feb. 05, 2000

My commission expires:

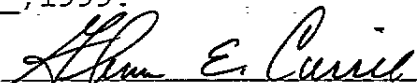
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE OF THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Articles of Incorporation has named Glenn Currie, whose address is 7820 Templeton Road Pensacola, FL 32507, County of Escambia, State of Florida, as its statutory registered agent.

Having been named statutory agent of said corporation at the place designated in the certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 29th day of SEPTEMBER, 1999.


Registered Agent