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Sunstate Research  
Requestor's Name

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Young Athletes For America, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in      ☐ Pick up time \_\_\_\_\_  
☐ Mail out      ☐ Will wait      ☐ Photocopy

☒ Certified Copy  
☐ Certificate of Status

99 OCT -6 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
99 OCT -6 AM 11:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Examiner's Initials OK  
10/6/99

**ARTICLES OF INCORPORATION**  
**OF**  
**YOUNG ATHLETES FOR AMERICA, INC.**

AMENDED  
FILED  
99 OCT -6 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a not for profit corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME and PRINCIPAL OFFICE**

The name of this corporation shall be Young Athletes for America, Inc. and the principal place of business and mailing address of this corporation shall be:

9130 South Dadeland Blvd., Suite 100  
Miami, Florida 33156

**ARTICLE II**  
**PURPOSES and POWER**

The purposes for which Young Athletes for America, Inc. is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (Hereinafter "the Code"), and notwithstanding any other provision of these Articles of Incorporation, Young Athletes for America, Inc. shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code §501 (c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. Any and all purposes set forth in the By-Laws of Young Athletes for America, Inc.

C. Young Athletes for America, Inc. is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific, literary and civic purposes.

D. In furtherance of its corporate purposes, Young Athletes for America, Inc. shall have all the general powers enumerated in F.S. 617.0302 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes. Nothing herein shall authorize this corporation directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, §617.0505.

E. No part of the net earnings of Young Athletes for America, Inc. shall inure to the benefit of any member, trustee, director, officer of Young Athletes for America, Inc. or any private individual (except that reasonable compensation may be paid for services rendered to or for Young Athletes for America, Inc.), and no member, trustee, officer of Young Athletes for America, Inc. or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of Young Athletes for America, Inc.

### ARTICLE III MEMBERSHIP

Young Athletes for America, Inc. shall have no capital stock. Young Athletes for America, Inc. shall have members with such rights as provided in the By-Laws of Young Athletes for America, Inc.

### ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 201 S. Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Lawrence A. Kellogg, Esq.

### ARTICLE V INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than three.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified as described in the By-Laws of Young Athletes for America, Inc., shall be:

Name

Anthony Merlino.  
President

Address

9130 South Dadeland Blvd.  
Suite 100  
Miami, Florida 33156

Lisa Merlino  
Vice-President

9130 South Dadeland Blvd.  
Suite 100  
Miami, Florida 33156

Lawrence A. Kellogg, Esq.  
Director

201 South Biscayne Blvd.  
Suite 2600  
Miami, Florida 33131

#### ARTICLE VI INCORPORATOR

The name and address of the Incorporator is Lawrence A. Kellogg, Esq., 201 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336.

#### ARTICLE VII DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

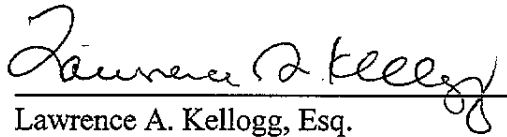
ARTICLE VIII  
NO DIRECTOR LIABILITY

The private property of the directors shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX  
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a non-profit corporation under the provisions of Chapter 617 of the Florida Statutes have executed these Articles of Incorporation this 1<sup>st</sup> day of October 1999.

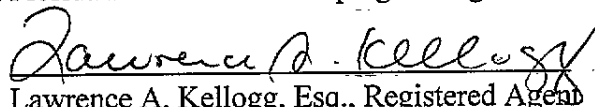
  
Lawrence A. Kellogg, Esq.

**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 the laws of the State of Florida, the following is submitted: Young Athletes for America, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9130 South Dadeland Blvd., Suite 100, Miami, Florida 33156, has named Lawrence A. Kellogg, Esq., 201 S. Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336, County of Miami-Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.



Lawrence A. Kellogg, Esq., Registered Agent

DATED: this 4<sup>th</sup> day of October, 1999.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT -6 PM 1:32

APPROVED  
AND  
FILED