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September 24, 1999

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-09/27/99--01111--014
****122.50 *****78.75

RE: PLAYACRES, INC.
A Not-For-Profit Corporation

Enclosed herewith please find two copies of the Articles of Incorporation for the above Not-for-Profit Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,

Monica L. Sierra
MONICA L. SIERRA

MLS:m
Enc.

FILED
99 OCT 22 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W99 22/185~~

T BROWN OCT 25 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

MONICA L. SIERRA
SIERRA, GUSTAFSON & SIERRA
703 W. SWANN AVENUE
TAMPA, FL 33606

SUBJECT: PLAYACRES, INC.
Ref. Number: W99000022485

We have received your document for PLAYACRES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Article VII states there will be three director(s), whereas four is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 099A00047533

ARTICLES OF INCORPORATION
OF
PLAYACRES, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
99 OCT 22 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a majority of whom are citizens of the United States, and natural persons competent to contract, hereby form a Not-For-Profit Corporation under the Not-For-Profit Laws of the State of Florida.

ARTICLE I. NAME. The name of the Corporation shall be: **PLAYACRES, INC.**

ARTICLE II. DURATION. The duration of the Corporation is perpetual.

ARTICLE III. PURPOSES. The purposes of the Corporation are as follows:

- A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific organization and operation of this Corporation is for the following purposes;
 - 1. To exclusively provide for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax changes, and specifically, for the prevention of cruelty to children, or animals, as contemplated by Section 501(c)(3) of the Internal Revenue Code.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.
- C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by non-profit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the

benefit of or be distributable to its members, directors or officers, or other private persons; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- D. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- E. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- F. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- G. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 V. MEMBERS. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Jane Brangman	4556 E. County Rd. 468, Wildwood, FL 34785
Albert E. Brangman	4556 E. County Rd. 468, Wildwood, FL 34785
Jeanette Larson	60 Persimmons Hill Dr., Columbus, NC 28722
Bert Larson	60 Persimmons Hill Dr., Columbus, NC 28722

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE. The initial registered agent is JANE BRANGMAN, and the initial registered office is 4556 E. County Rd. 468, Wildwood, FL 34785. The initial principal office and registered office is the same.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

The initial Board of Directors shall have four members whose names and addresses are:

<u>Name</u>	<u>Address</u>
JANE BRANGMAN	4556 E. County Rd. 468, Wildwood, FL 34785
ALBERT E. BRANGMAN	4556 E. County Rd. 468, Wildwood, FL 34785
JEANETTE LARSON	60 Persimmons Hill Dr., Columbus, NC 28722
BERT LARSON	60 Persimmons Hill Dr., Columbus, NC 289722

The number of directors may be raised or lowered by amendment of the Bylaws, but shall, in no case, be less than three. The method of election of members to the Board of Directors shall be as provided in the Bylaws of this corporation.

ARTICLE VIII. OFFICERS.

The officers of the Corporation shall consist of a President, Secretary and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	JANE BRANGMAN	4556 E. County Rd. 468, Wildwood, FL 34785
Secretary	JEANETTE LARSON	60 Persimmons Hill Dr., Columbus, NC 28722
Treasurer	JANE BRANGMAN	4556 E. County Rd. 468, Wildwood, FL 34785

ARTICLE IX. INCORPORATORS. The names and addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
JANE BRANGMAN	4556 E. County Rd. 468, Wildwood, FL 34785

ARTICLE X. NONSTOCK BASIS. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act,

and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to these Articles of Incorporation on this 20 day of September, 1999.

Jane Brangman (SEAL)
JANE BRANGMAN

Incorporator

I, JANE BRANGMAN, hereby am familiar with the obligations and accept, the duties and responsibilities as Registered Agent for PLAYACRES, INC., a Florida not-for-profit corporation.

Jane Brangman
JANE BRANGMAN
Registered Agent

FILED
99 OCT 22 AM 8:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was subscribed to before me on this 20th day of September, 1999, by JANE BRANGMAN, who is personally known to me or who produced _____ as identification.

[Signature]
NOTARY PUBLIC
My Commission CC757270
Expires July 7, 2002

COMM. EXP. _____
COMM. NO. _____

(Name of Notary Typed, Printed
Or Stamped)