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**FLORIDA PROFIT/NON PROFIT CORPORATION
CANES 4 LIFE ATHLETIC ALUMNI GROUP, INC.**

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**ARTICLES OF INCORPORATION
OF
CANES 4 LIFE ATHLETIC ALUMNI GROUP, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: *Canes 4 Life Athletic Alumni Group, Inc.*

ARTICLE II

The principal place of business is: 1645 N. Hiatus Road
Pembroke Pines, Florida 33026

The mailing address is: P.O. Box 380236
Miami, Florida 33238

ARTICLE III

Said corporation is organized exclusively for charitable and educational 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law); provide charitable services to the general public and carry on lawful business activities allowed by nonprofit corporations in the State of Florida, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code; and to specifically assist future, current, and former University of Miami athletes with their personal and professional development.

ARTICLE IV

The manner of which the directors are elected or appointed shall be stated in the bylaws.

ARTICLE V

The name and address of the Directors and Officers shall be:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Dir	Gerard L. Daphnis	P.O. Box 380236 Miami, Florida 33238

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Vice Pres. /Dir	Jason T. Marucci	600 Stoneybrook Lane Canfield, Ohio 44406
Secretary/Dir	Ryan Collins	1645 N. Hianus Road Pembroke Pines, Florida 33026
Treasurer/Dir	Antonio Coley	1645 N. Hianus Road Pembroke Pines, Florida 33026
Director	Kirk C Jones	777 Atlantic Ave Suite 100 Delray Beach, Florida 33483

ARTICLE VI

The initial registered agent shall be: Gerard L. Daphnis

The registered office address is: 1645 N. Hiatus Road,
Pembroke Pines, Florida 33026

ARTICLE VII

The name and address of the Incorporator is: Gerard L. Daphnis
P.O. Box 380236
Miami, Florida 33238

ARTICLE VIII

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 and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on or 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X

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 of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational 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 Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Dade County, 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 XI

(a) Except as limited and prescribed by the specific provisions of these Articles, this corporation shall exercise all powers which now or hereafter may be conferred by law upon a non-profit corporation organized for the purposes hereinabove set forth, including the power to enter into any contract of guaranty, suretyship, or endorsement where the corporation guaranteeing has no direct interest in the subject matter of the contract guaranteed as well as the power to make any purely accommodation guaranty, endorsement or contract or suretyship.

(b) This corporation shall have the power to indemnify its officers, directors, employees and agents and to purchase and maintain liability insurance on their behalf, to the extent provided in and subject to the limitations of the Florida Non-Profit Corporation Code.

(c) This corporation shall have power to receive and accept donations, in money or in property, either without restriction, or restricted to such purposes as the donor may provide, provided such purpose is within the purpose of this corporation, and any such restricted donations shall be used for the purposes to which restricted. Any such donation

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or contribution may be designated as a memorial and, in such case, the Director shall designate an appropriate memorial.

ARTICLE XII

This Corporation shall not have stock.

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Gerard Daphnis / (Gerard) Daphnis
Signature/Registered Agent

6/10/10
Dated

Gerard Daphnis / (Gerard) Daphnis
Signature/Incorporator

6/10/10
Dated

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