

N00000000805

JORGE E. OTERO & ASSOCIATES, P.A.

ATTORNEYS AT LAW
FOURTH FLOOR
75 VALENCIA AVENUE
CORAL GABLES, FLORIDA 33134

JORGE E. OTERO
E-MAIL: jeo@oterolaw.com

TELEPHONE (305) 567-9000
FACSIMILE (305) 443-0164

February 4, 2000

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

900003108279--6
-01/24/00--01103--013
*****78.75 *****78.75 :

Re: Hardball Baseball League, Inc.

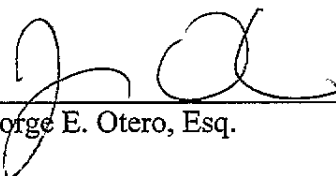
Dear Ms. Brown:

I am enclosing the revised Articles of Incorporation for the captioned nonprofit organization along with a copy of your letter dated February 1, 2000. Please proceed to file these articles and provide me with a filed copy at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

OTERO & ASSOCIATES, P.A.

By: 
Jorge E. Otero, Esq.

FILED
00 FEB - 7 PM 3:14
DIVISION OF STATE
CORPORATIONS, FLORIDA

JEO/ng

Enclosures

155,635,250,250

W00-2879



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 2000

JORGE E. OTERO, ESQ.
FOURTH FLOOR
75 VALENCIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: HARDBALL BASEBALL LEAGUE, INC.
Ref. Number: W00000002879

We have received your document for HARDBALL BASEBALL LEAGUE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 600A00004858

ARTICLES OF INCORPORATION
OF
HARDBALL BASEBALL LEAGUE, INC.
A Non-Profit Corporation

FILED
00 FEB -7 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 617, Fla.Stat., providing for the formation, rights, privileges, immunities and liabilities of a corporation, not for profit, and for such purpose do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be HARDBALL BASEBALL LEAGUE, INC.

ARTICLE II
DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The purpose for which this corporation is formed is to foster amateur baseball training and competition.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV
STOCK

A. This corporation is organized under a non-stock basis.

B. All stock certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation and a description of any preferential rights of stockholders. If such shares are restricted as to their sale or purchase, the stock certificates shall bear a legend stating that such shares are restricted in the manner described in the bylaws or any agreement between the shareholders, and that a copy of such bylaws or agreement shall be provided to all stockholders.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

**ARTICLE V
INITIAL SUBSCRIBER**

The name and address of the subscriber and/or initial member of these Articles of Incorporation is:

Mike Tosar
3101 SW 79th Court
Miami, FL 33155

**ARTICLE VI
PRINCIPAL OFFICE**

The initial street address in the State of Florida of the principal office of this corporation is 3101 SW 79th Court, Miami, Florida 33155. The corporation may change its principal office from time to time.

**ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS**

The affairs of the corporation are to be managed by a Board of Directors consisting of no less than three persons nor more than seven persons to be elected annually by the membership.

**ARTICLE VIII
MANAGEMENT OF CORPORATE AFFAIRS**

The initial Board of Directors shall be composed of the following persons who shall hold the office indicated as prescribed by the by-laws:

Mike Tosar
Lazaro Collazo
Maria Tosar

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

**ARTICLE IX
BY LAWS**

The by-laws of the corporation shall be made, altered or rescinded by the Board of Directors.

**ARTICLE X
EARNINGS AND ACTIVITIES OF CORPORATION**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 III hereof. 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 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 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).

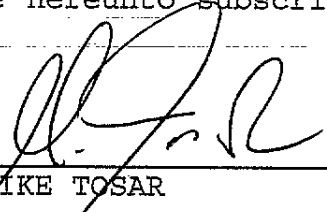
**ARTICLE XI
AMENDMENTS**

Amendments to the Articles of Incorporation may be proposed and adopted by the Board of Directors on its own initiative or by a majority vote of the members at the same time and in the same manner as the membership vote for the Board of Directors.

**ARTICLE XII
DEDICATION OF ASSETS**

Should the corporation be dissolved for any reason whatsoever, all assets owned by it will be delivered to religious, educational or charitable purposes, and no part of the assets of this Corporation shall ever inure to the benefit of any directors, officer or member thereof.

20th IN WITNESS WHEREOF, I have hereunto subscribed my name this day of January, 2000.



MIKE TOSAR

FILED
00 FEB -7 PM 3:14
CLERK OF STATE
TALLAHASSEE, FLORIDA


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **HARDBALL BASEBALL LEAGUE, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in the County of Miami-Dade, State of Florida has named **JORGE OTERO** located at 75 Valencia Avenue, 4th Floor, Coral Gables, Florida 33134, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation; at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____


JORGE OTERO
(Resident Agent)