

TRANSMITTAL LETTER

NO 100000194

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 FEB 20 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: GODBY BASEBALL BOOSTERS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

4000003742474--0
-02/20/01--01016--014
*****87.50 *****87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

RECEIVED
01 FEB 20 AM 8:48
DIVISION OF CORPORATIONS

FROM: John F. Black
Name (Printed or typed)

1705 Metropolitan Blvd., Suite 102
Address

Tallahassee, Florida 32308
City, State & Zip

(850) 386-9898, Ext. 203
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Call when Ready
T. SMITH FEB 20 2001
7/

**ARTICLES OF INCORPORATION
OF
GODBY BASEBALL BOOSTERS, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation not for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be GODBY BASEBALL BOOSTERS, INC.

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ARTICLE II

Principal Office

The principal place of business shall be at 1717 West Tharpe Street, Tallahassee, Florida 32303. The principal mailing address shall be Post Office Box 38171, Tallahassee, Florida 32315.

ARTICLE III

Purpose

This Corporation shall be organized for the purpose of promoting student spirit towards the Godby High School Baseball Program, providing financial support to the Godby High School Baseball Program, raising funds for the Godby High School Baseball Program for equipment and other needs not provided through other budgetary channels, sponsor certain non-fund raising projects which the membership deems necessary and beneficial to the Godby High School Baseball Program and shall have all powers relating thereto, and for all other business purposes which are lawful under the laws of the State of Florida and shall have all powers available to effectuate such purpose including powers provided by law.

ARTICLE IV

Manner of Elections

The manner of elections for the Directors of the Corporation shall be prescribed in the Bylaws of the Corporation.

ARTICLE V

Initial Directors and Officers

This corporation shall have no less than one director (1) nor more than seven (7) directors. The number of directors may be set from time to time by the Board of Directors of the Corporation, or by the Members as prescribed in the Bylaws of the Corporation. The names and addresses of the initial Board of Directors are as follows:

Howard F. Clark	4453 Cool Emerald Drive Tallahassee, FL 32303
Russ Waters	1011 Redbud Avenue Tallahassee, FL 32303
Rhonda Parker	1105 Rockbrook Court Tallahassee, FL 32311
Peggy Williams	1916 Sherwood Drive Tallahassee, FL 32303
Phil Reichert	4254 Camden Road Tallahassee, FL 32303

The names and addresses of the initial Officers are as follows:

Howard F. Clark 4453 Cool Emerald Drive Tallahassee, FL 32303	President
Russ Waters 1011 Redbud Avenue Tallahassee, FL 32303	Vice-President

Rhonda Parker
1105 Rockbrook Court
Tallahassee, FL 32311

Secretary

Peggy Williams
1916 Sherwood Drive
Tallahassee, FL 32303

Treasurer

Phil Reichert
4254 Camden Road
Tallahassee, FL 32303

At-Large

ARTICLE VI

Registered Agent

The name and Florida street address of the registered agent is: Russ Waters, 1011 Redbud Avenue, Tallahassee, Florida 32303.

ARTICLE VII

Incorporator

The name and address of the Incorporator is: Howard F. Clark, 4453 Cool Emerald Drive, Tallahassee, Florida 32303.

ARTICLE VIII

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, member, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, member, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees, judgements, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding

by judgement, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so request, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, member, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 16th day of February, 2001, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in

the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

David & Clark
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgements and administer oaths, personally appeared Howard F. Clark and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 16th day of February, 2001.

Claudene W. Hall
NOTARY PUBLIC - STATE OF FLORIDA



Claudene W. Hall
MY COMMISSION # CC921745 EXPIRES
March 23, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

PRINTED NAME OF NOTARY, COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me ✓

or produced the following identification: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

GODBY BASEBALL BOOSTERS, INC.

2. The name and address of the registered agent and office is:

Russ Waters

(NAME)

1011 Redbud Avenue

(ADDRESS - P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32303

(CITY/STATE/ZIP)

SIGNATURE: Russ Waters

TITLE: Russ Waters, Director

DATE: February 16, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

SIGNATURE: Russ Waters

TITLE: Russ Waters, Director

DATE: February 16, 2001

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TALLAHASSEE, FLORIDA