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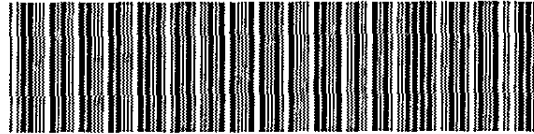
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NICHOLAS F. TSAMOUTALES

Attorney at Law
Suite 307
5240 Babcock Street, NE
Palm Bay, FL 32905

321-727-1111

Facsimile 321-727-1655

November 9, 2006

Florida Department of State
Attn: Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

RE: Palm Bay Field of Dreams, Inc.
A Florida non-profit corporation

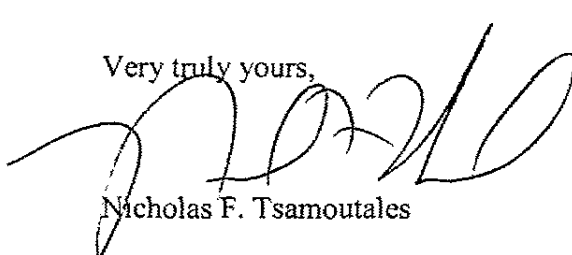
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned entity. Please file said Articles and return a file-marked copy to me.

A check in the amount of \$70.00 is enclosed.

Thank you for your assistance in this matter.

Very truly yours,



Nicholas F. Tsamoutales

NFT/rn
Encls.

ARTICLES OF INCORPORATION - NON-PROFIT

PALM BAY FIELD OF DREAMS, INC.

A Florida Corporation Not for Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, subscriber of these Articles of Incorporation, a natural person competent to contract, form a not-for-profit corporation under the laws of the State of Florida, and agrees to the following conditions of said corporation.

ARTICLE I. NAME

The name of the corporation is **Palm Bay Field of Dreams, Inc.**

ARTICLE II. ENABLING LAW

This corporation is organized pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE III. PURPOSES

(a) The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized. Palm Bay Field of Dreams, Inc. is a not-for-profit-corporation whose mission is building and operating a first-class recreational facility and league for physically and mentally challenged children and adults from the City of Palm Bay, Brevard County, Florida in a community setting using the generosity of regional resources and the talents of volunteers. This corporation is organized exclusively for charitable and educational purposes within the

meaning of Section 501(c)3 of the Internal Revenue Code, or amendments thereto.

(b) This corporation shall conduct seminars, classes, lectures and other activities that will promote the ideals and objectives of the corporation and to disseminate the information and knowledge gained through the efforts of the corporation and its members.

(c) This corporation is organized and operated exclusively for non-profit purposes and no part of any net earnings shall inure to the benefit of any member, director or officer.

(d) This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in sub-paragraphs (a) through (c) of these articles.

(e) This corporation shall have the authority to adopt such by-laws as may be consistent with the purposes enumerated herein and consistent with the laws of the United States of America and the laws of the State of Florida under which this corporation is incorporated.

ARTICLE IV. TERM

This Corporation shall have perpetual existence and is organized under a non-stock basis.

ARTICLE V. INCORPORATORS

The name and residence of the subscriber of these Articles of Incorporation is as follows:

Name:

James C. Tapp, Jr.

Address:

132 Kyle Court NE
Palm Bay, FL 32907

ARTICLE VI. MEMBERSHIP

The authorized number of members of this corporation and the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership and the election and removal of officers and members of this Board of Directors shall be set forth in the By-Laws of this corporation. Any natural person residing in the State of Florida with an interest in facilitating the purposes set forth for establishing this corporation is qualified to become a member of this corporation upon request for membership for admission through an officer, director or member of the corporation. Any natural person with an interest in the programs provided by this corporation is qualified to participate in the programs of this corporation.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs, managed and conducted by a board of directors. The By-Laws of this corporation may provide for the number of directors to be increased or decreased as set forth in the By-Laws

adopted by the members entitled to vote. Directors shall be elected annually by majority vote of the members who vote at such election.

The Directors of this corporation shall be indemnified and immune from liability to the extent set forth, provided and limited in Section 617.0831, Florida Statutes, and the corporation may provide for bonding, and insuring board members from and against liability.

The names and residences of the persons constituting the first board of directors who are to act in that capacity until the selection of their successors are:

<u>Name:</u>	<u>Address:</u>
James C. Tapp, Jr.	132 Kyle Ct. NE Palm Bay, FL 32907
Andrew A. Anderson	524 Bernardo Ave NE Palm Bay, FL 32907
Sybrina K. Anderson	524 Bernardo Ave NE Palm Bay, FL 32907
John A. DeVivo, Jr.	1006 Beacon St. NW Palm Bay, FL 32907

B. Elective Officers. The officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer. Other officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, time, and manner of electing and appointing, the duties of the terms of office, and the manner of removing officers shall be as set forth in the By-Laws. Officers of this corporation shall be indemnified and immune from liability to the extent set forth, provided and limited in Section

617.0831, Florida Statutes, and the corporation may provide for bonding or insuring officers from and against liability.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

PRESIDENT:	James C. Tapp, Jr.
VICE PRESIDENT:	Andrew A. Anderson
SECRETARY:	Sybrina K. Anderson
TREASURER:	John A. DeVivo, Jr.

C. The address of the corporation's initial principal office in the State of Florida is: 132 Kyle Court NE, Palm Bay, FL 32907.

D. The name and address of this corporation's initial registered agent is: Nicholas F. Tsamoutales, 5240 Babcock Street NE, Suite 307, Palm Bay, FL 32905.

ARTICLE VIII. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate or attend for a fee, and/or concessions are sold, the net proceeds, if any, attributable to such receipt from the general public will be paid over to the treasurer for costs attributable to the operation, goals and objectives of this corporation.

ARTICLE IX. BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the board of directors. Such By-Laws may be amended or repealed, in whole or in part, by

the directors in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE X. AMENDMENTS OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors, and then presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3rds) of a quorum of members of the corporation present at the meeting at which such amendment resolution is considered. A quorum shall be a majority of all officers, members of the board of directors and members who attend the meeting held to consider an amendment(s) to the Articles of Incorporation.

ARTICLE XI. LIMITATION OF PURPOSES FOR SECTION 501(c)(3) QUALIFICATIONS

This corporation is organized exclusively for social 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 amendments thereto.

ARTICLE XII. RESTRICTION ON DISTRIBUTION OF EARNINGS: RESTRICTION ON ACTIVITIES

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 Articles III and XII

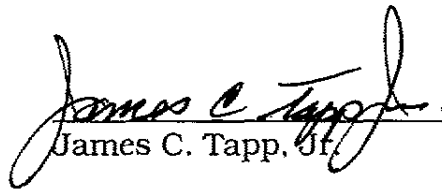
hereof. No part of the activities of the corporation shall be used to carry on propaganda, endorse candidates for public office or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political 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 amendments thereto, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or amendments thereto.

ARTICLE XIII. DISPOSITION OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 organizations organized and operated exclusively for social and educational purposes, as shall at the time qualify as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or amendments thereto, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Circuit Court of the county in which the principal office of the corporation is then located, and such disposition exclusively for such purposes

or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 9th day of November, 2006.


James C. Tapp, Jr.

STATE OF FLORIDA
COUNTY OF BREVARD

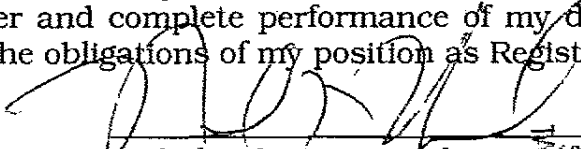
The foregoing instrument was acknowledged before me this 9th day of November, 2006, by James C. Tapp, Jr., who produced who is personally known to me. as identification.


Ruth A. Napier, NOTARY PUBLIC
Commission Expires: 10/30/2010
Commission Number: DD598302

NOTARY PUBLIC-STATE OF FLORIDA
 Ruth A. Napier
Commission # DD598302
Expires: OCT. 30, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

Acceptance by Registered Agent

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, 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.


Nicholas F. Tsamoutales
5240 Babcock Street NE
Palm Bay, FL 32905

Date: 11-9-2006

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SECRETARY OF STATE
TALLAHASSEE FLORIDA