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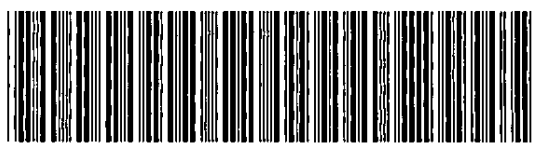
(Business Entity Name)

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MD 10/31

Michael Carlson

Requester's Name

215 S. Monroe St. Ste. 835

Address 32312

Tallahassee FL 850 597 7465

City/State/Zip

Phone #

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Friends of Winter Haven Baseball, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

FRIENDS OF WINTER HAVEN BASEBALL, INC.

THE UNDERSIGNED, acting as incorporator for the purpose of forming a not for profit corporation under chapter 617, Florida Statutes, hereby certifies:

Article I: The name of the corporation shall be Friends of Winter Haven Baseball, Inc. (the "Corporation").

Article II: The mailing and street addresses of the principal office shall be 204 Lochen Court SE, Winter Haven, FL 33884

Article III: The Corporation shall be a nonprofit organization qualifying under section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may be amended (the "Code") and shall not have the authority to issue capital stock. The general purpose for which the Corporation is formed is to be a voluntary, non-stock, non-profit, incorporated, charitable organization. Its specific purposes are to support and promote recreational and competitive youth baseball, to provide opportunities for local youth to play baseball, and to educate children in the positive values of competitive sports. The Corporation shall not carry on any activities not permitted to be carried out by a corporation exempt from federal income tax under section 501(c)(3) of the Code.

Article IV: The name and address of the Incorporator is: Chris Neal, 204 Lochen Court SE, Winter Haven, Florida 33884.

Article V: The Corporation shall exist perpetually unless dissolved according to law.

Article VI: The registered agent of this Corporation shall be Michael W. Carlson, whose address is 215 South Monroe Street, Suite 835, Tallahassee, Florida 32301. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

Article VII: The business of the Corporation shall be managed by a Board of Directors consisting of at least (3) persons, the exact number to be determined from time to time in accordance with the Bylaws. The directors shall be elected as provided in the Bylaws. The names and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Emilio Cruz	860 Piedmont Drive Winter Haven, Florida 33880
Emeterio Chavarria	108 West 8 th Street Winter Haven, Florida 33880
Chris Neal	204 Lochen Court SE

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Winter Haven, Florida 33884

Ben Carr

1958 8th Street, SE
Winter Haven, Florida 33880

Article VIII: The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers as directed by the Board of Directors, pursuant to the Bylaws. The same person may hold more than one office.

Article IX: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- C. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- D. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment, or provision for payment, of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III herein, and distributed to the Greater Winter Haven Youth Baseball Association, or such other organization or organizations that are exempt from taxation under section 501(c)(3) of the Code and have purposes similar to the Corporation, or be distributed in any way that is not inconsistent with any provision or principle of tax law applicable to organizations described in section 501(c)(3) of the Code.

Article X: The Corporation shall indemnify and hold harmless directors and officers, as follows:

- A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, (other than action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses,

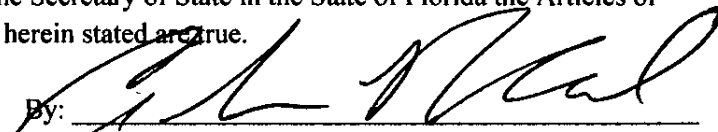
including attorneys' fees actually and reasonable incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

- B. Any indemnification under paragraph (A) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that , with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding.
- C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (A) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (A) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in the article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.
- D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, I , the undersigned Incorporator, hereby set my hand and seal this 23rd day of October, 2013, 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 State in the State of Florida the Articles of Incorporation and certify that the facts herein stated are true.

By: 
Chris Neal

Incorporator

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AND
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TALLAHASSEE FLORIDA

CERTIFICATION OF DESIGNATION
REGISTERED AGENT

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 and registered agent in the State of Florida.

1. The name of the corporation is: Friends of Winter Haven Baseball, Inc.
2. The name and address of the registered agent and office is:

Michael W. Carlson
(Name)

215 South Monroe Street, Suite 835
(P.O. Box Not Acceptable)

Tallahassee, Florida 32301
(City/State/Zip)

Signature: _____

Name: Chris Neal

Title: Incorporator

Date: 10/25/2013

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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: _____

Name: Michael W. Carlson

Date: 10-31-13

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TALLAHASSEE, FLORIDA

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