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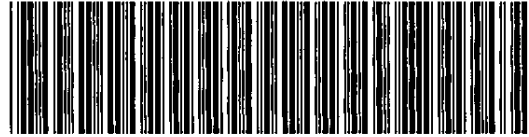
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
16 FEB 16 PM 1:34

APPROVAL
AND
FILED

Articles of Incorporation of Clermont Girls Fastpitch Softball Corp.

APPROVED
AND
FILED

16 FEB 16 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – Name

- 1.1 This organization shall be known **Clermont Girls Fastpitch Softball Corp.**, hereafter referred to as the “Corporation”.

Article II – Principal Office

- 2.1 The principal office of the corporation shall be:
**3301 Hancock Rd.
Clermont, FL 34711**

Article III – Purpose

- 3.1 This corporation is a non-profit corporation and is not organized for the private gain of any person. The 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, or corresponding section(s) of any and all future federal tax code(s).

Article IV – Manner of Election

- 4.1 At the corporation’s annual meeting, the members will elect new Board of Director members. New members will be determined by a majority vote. Results of the voting will be announced on the Corporation’s web site. Directors will be elected to a one year term. Each director shall hold office until his/her successor has been elected and qualified.

Article V – Initial Officers and Directors

- 5.1 The names and addresses of the persons appointed to act as the initial directors of this Corporation are:

NAME	ADDRESS
Charles Ralstin	12650 Amber Ave. Clermont, FL 34711
Will Shoemaker	11425 Mandarin Dr. Clermont, FL 34711
Fancy Milligan	107 E. Chester St. Minneola, FL 34715
Patty Bedard	11037 Versailles Blvd. Clermont, FL 34711
Richard Harris	10633 Versailles Blvd. Clermont, FL 34711

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AND
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Article VI – Registered Office and Agent

6.1 The address of the Corporation's initial registered office shall be:

**10633 Versailles Blvd.
Clermont, FL 34711**

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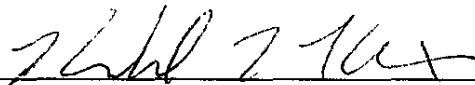
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

The corporation's initial registered agent at such address shall be:

Richard Harris

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:



Required Signature of Registered Agent

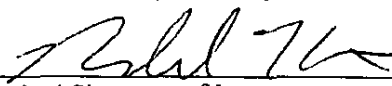
2-9-16
Date

Article VII – Incorporator

7.1 The name and address of the Corporation's Incorporator is:

**Richard Harris
10633 Versailles Blvd.
Clermont, FL 34711**

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator

2-9-16
Date

Article VIII – Duration

8.1 The period of duration of this Corporation is perpetual.

Article IX – Members and Stock

9.1 The Corporation shall not have any class of members or stock.

Article X – Bylaws

10.1 Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article XI – Distributions

- 11.1 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 for league purchased items and for reimbursements to Board members and coaches for expenses incurred on behalf of the Corporation.

Article XII – Political Activities

- 12.1 No part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on (a) any other activities not permitted to be conducted by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any and all future federal tax codes, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XIII – Conflicts of Interest

- 13.1 For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any Corporation, trust, partnership, limited liability entity, firm, person or other entity other than the Corporation.
- 13.2 No director or officer of the Corporation shall be disqualified from holding any office in the Corporation by reason of any interest in any concern. A director or officer of the Corporation shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the Corporation has an interest in the concern with which such transaction is entered into, provided:
- The interest of such officer or director is fully disclosed to the board of directors.
 - Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the Corporation.
 - Payments to the interested officer or director are reasonable and do not exceed fair market value.
 - No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article XIV – Indemnification

- 14.1 A director shall have no liability to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.
- 14.2 Each person who was, or is threatened to be, made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee, or agent or in any other capacity while serving as a director, trustee, officer, employee, or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability, and loss (including attorneys' fees, judgments, fines, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators

Article XV – Dissolution

- 15.1 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of Fulton County, Florida exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.