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TO: ((H9600004599))
NAME: SOUTH FLORIDA GIRLS SOFTBALL ASSOCIATION, INC.
CONTACT: RAY STORMONT
PHONE: (305) 641-3694
FAX: (305) 641-3770
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Ray Stormont
3/29/98

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[Signature]
4/5



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SOUTH FLORIDA GIRLS SOFTBALL ASSOCIATION, INC.
REF: W96000006945

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004599
Letter Number: 596A00014749

SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA GIRLS SOFTBALL ASSOCIATION, INC.**

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ARTICLE I - NAME

The name of this corporation is SOUTH FLORIDA GIRLS SOFTBALL ASSOCIATION, INC.

ARTICLE II - PURPOSE

This corporation is organized to provide a not-for-profit financial platform to operate softball teams for girls up to age 18.

ARTICLE III - MEMBERSHIP

Membership shall consist of Frank P. Hinton, Thomas M. Quinn, plus the managers and coaches of teams sponsored by the corporation, plus the parents and guardians of the girls who are selected to be on teams sponsored by the corporation.

ARTICLE IV - DURATION

This corporation shall exist perpetually.

ARTICLE V - SUBSCRIBERS

The names and addresses of the persons signing these Articles are: Frank P. Hinton, 10761 S.W. 129 Court, Miami, Florida 33186, and Thomas M. Quinn, 10484 S.W. 131 Court, Miami, Florida 33186.

This document prepared by:
Thomas F. Martin, Esq.
8101 S.W. 76th Street
South Miami, Florida 33143
Telephone: (305) 662-7288
Florida Bar No. 200972

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ARTICLE VI - OFFICERS

This corporation shall have a President and a Secretary/Treasurer. They shall be appointed and replaced at the discretion of the board of directors, and shall manage the affairs of the corporation under the supervision of the board of directors.

ARTICLE VII - INITIAL OFFICERS

The initial officers of the corporation who shall serve until replaced by the board of directors shall be:

President	Frank P. Hinton
Secretary/Treasurer	Thomas M. Quinn

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have three directors initially. The manner of election of directors shall be as stated in the by-laws. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than three.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The initial directors are:

Frank P. Hinton 10761 S.W.129 Court Miami, Florida 33186	Thomas M. Quinn 10464 S.W. 131 Court Miami, FLorida 33186	Marina Demers 8826 S.W. 183 Terrace Miami, Florida 33157
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ARTICLE X - BY-LAWS

The initial by-laws and any amendments shall be by majority vote of the board of directors.

ARTICLE XI - AMENDMENT OF ARTICLES

Amendments to the Articles of Incorporation shall be by majority vote of the board of directors.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is 1493 Sunset Drive, Coral Gables, Florida, and the initial registered agent at that address is John Gaebo.

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IN WITNESS WHEREOF the subscribers have signed these Articles of Incorporation this 28th day of March, 1998.

Frank P. Hinton
FRANK P. HINTON

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28th day of March, 1998, by FRANK P. HINTON, () who is personally known to me or () who has produced 1/A as identification.

Liliana B. Maresma
NOTARY PUBLIC, State of Florida
Printed Name:

My commission expires:



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Thomas M. Quinn
THOMAS M. QUINN

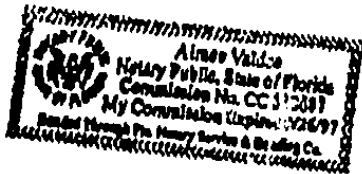
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STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27 day of MAY, 1996, by THOMAS M. QUINN, () who is personally known to me or () who has produced _____ as identification.

Aimee Valdes
NOTARY PUBLIC, State of Florida
Printed Name
AIMEE VALDES


My commission expires:



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South Florida Girls Softball Association, Inc.

I accept the designation as Initial Registered Agent of this corporation.


JOHN S. GABLE
 1400 Sunset Drive
 Coral Gables, Florida 33143

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