

# TRANSMITTAL LETTER

# N 99000001258

02/02/94--01126--003  
 \*\*\*131.25 \*\*\*131.25

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

**FILED**  
 94 JAN 31 AM 11:39  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

SUBJECT: Clearwater Lady Bombers, Inc.  
 (Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 131.25.

FROM: John M. Marquardt 400 Cleveland St.  
 Name (Printed or typed) Clearwater, FL  
111 Madison St., 2300 First Florida Tower  
 Address 33612  
Tampa, FL 33602  
 City, State & Zip  
(813) 273-4355  
 Telephone number  
813 441-8966

John GAVE  
 AUTHORIZATION BY PHONE TO  
 CORRECT make all corrections  
 DATE 2-9-94  
 DOC. EXAM S. Tala

800002791558--0

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

SHARON L. TALA FEB 9 1994



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 1, 1999

BOLLENBACK & FORRET, P.A.  
1006 PINELLAS STREET  
CLEARWATER, FL 33756

SUBJECT: CLEARWATER LADY BOMBERS, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P94000010672) corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N99000001258 with the original file date of January 31, 1994.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,  
Sharon Davis  
Document Specialist Supervisor  
New Filings Section

Letter number: 299A00009219

**ARTICLES OF INCORPORATION  
OF  
CLEARWATER LADY BOMBERS, INC.**

**FILED**  
94 JAN 31 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation hereby propose the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby make, subscribe, acknowledge, and file with the Secretary of State of Florida Articles of Incorporation, and respectfully request their approval.

**Article I  
Name**

The name of this corporation not for profit is Clearwater Lady Bombers, Inc., ~~and its initial office for the transaction of its affairs shall be c/o John M. Marquardt, Esq., Macfarlane Ferguson, 111 East Madison Street, Suite 2300, Tampa, Florida 33602.~~

**Article II  
Term**

The term for which this corporation shall exist shall be perpetual.

**Article III  
Principal Office**

The principal office of the corporation is located in Clearwater, Florida., at 400 Cleveland Street, 33617.

**Article IV  
Purposes**

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The purposes for which the corporation is to be formed are exclusively for athletic, education, and charitable purposes within the meaning of Section 501(j) and 501(c)(3) of the Internal Revenue Code of 1993, or the corresponding provision of any future United States Internal Revenue Law, and in furtherance of these purposes, the corporation may:

A. Provide an arena for competitive, fast-pitch softball for young women between the ages of twelve and nineteen, within the meaning of Section 501(j) of the Internal Revenue Code.

B. Work to improve the talents of the organization's players, an outstanding group of young athletes, to a level making them candidates for collegiate, Olympic or other national softball team.

C. Select statewide and nationwide softball tournaments to which the team will travel throughout its seasonal play.

D. Establish a process for selecting the most talented girls to become members of the Clearwater Lady Bombers Softball Team.

E. Establish a process for intense daily training and practice sessions throughout the Lady Bombers entire softball season.

F. To own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

G. To own or operate facility, non-assets for public use and welfare in furtherance of these purposes.

H. Contract with other organizations, for profit and not for profit, with individuals and governmental agencies in furtherance of these purposes.

I. Engage in any lawful acts or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act.

J. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in Article IV herein.

#### **Article V** **Powers**

This corporation shall have all the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes, provided, however, but none of the powers granted to this corporation shall be used in any manner whatsoever.

#### **Article VI** **Prohibited Acts**

This corporation shall operate exclusively for athletic, educational or charitable purposes set forth in Section 501(j) or 501(c)(3) of the Internal Revenue Code. In the course of which operation:

A. No part of earnings of the corporation shall enure to the benefit of any member, trustee, officer of the corporation, or any private individual (except the reasonable compensation paid for

services rendered to a Florida corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting 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 except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(j) or 501(c)(3) of the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Article VII** **Dissolution**

In the event of the dissolution of the corporation, then the Board of Directors are paying or making provisions for the payment of all the liabilities of the corporation, shall distribute in any portions considered prudent, all of the assets of the corporation to such organizations organized and operated exclusively for athletic, educational or charitable purposes as shall at the time qualify as an exempt organization or organization under Sections 501(j), 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1993 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, which shall at the time qualify as an exempt organization or organizations under Sections 501(j), 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1993 (or the corresponding provision of any future United States Internal Revenue Law) as the court has said the court shall determine, which are organized and operated exclusively for such purposes.

#### **Article VIII** **Original ~~Subscribers~~ Incorporators**

The names and residences of the original subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Brian Southmayd	887 Circle Palm Harbor, Florida 34683
Alan Carlson	2674 Red Oak Court Clearwater, Florida 34621

#### Article IX Members

The members shall be those persons from time to time serving as the corporation's directors.

#### Article X Board of Directors and Officers

The management of the affairs of this corporation is vested in the Board of Directors which shall consist of not less than four (4) directors. All Directors of the Board shall be elected and appointed in the manner and for the terms prescribed in the Bylaws of the corporation, and shall hold office until the respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a Chairman, Vice Chairman, a Secretary and Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, and such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two (2) or more corporate offices except that the offices of the President and Secretary shall not be held by the same person. The officers of the corporation shall have such duties as may be specified by the Board and by the Bylaws of this corporation. Compensation for any of such officers shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Bylaws of this corporation.

#### Article X Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### Article XI Bylaws

The Bylaws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article IX above, at the organizational meeting of the Board, and the Bylaws may be

thereafter amended, by affirmative vote of two-thirds (2/3) of the Board of Directors present in voting, at any meeting of the Board of Directors called for that purpose provided such meeting shall be held after the first giving thirty (30) days written notice mailed to each member of the Board of Directors at his or her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

**Article XII**  
**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors of this corporation, present in voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board of Directors at his or her last known address. Prior written notice may be waived by the members of the Board of Directors provide the waiver of the notice be in writing.

**Article XIII**  
**Registered Agent**

The name and address of the initial Registered Agent of this corporation is John M. Marquardt, ~~3300 First Florida Tower, 111 East Madison Street, Tampa, Florida 33603~~ 400 Cleveland St. Clearwater, FL 33617.

~~**Article XIV**~~  
~~**Incorporators**~~

~~The name and address of the person signing these Articles is:~~

~~Name-~~

~~Brian Southmayd.~~

~~887 Circle~~

~~Palm Harbor, Florida 34683~~

~~Alan Carlson~~

~~3674 Red Oak Court~~

~~Clearwater, Florida 34621~~

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15th of January, 1994 in the presence of

*Marion J. Meyer*  
Witness

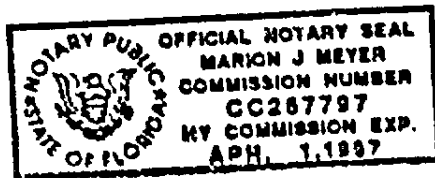
*Brian Southmayd*  
Brian Southmayd  
Incorporator

*John M. Marquardt*  
Witness

*Alan Carlson*  
Alan Carlson  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

Sworn to and subscribed before me this 18th day of January, 1994 by Brian Southmayd as Incorporator of Clearwater Lady Bombers, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Driver License as identification and did take an oath.

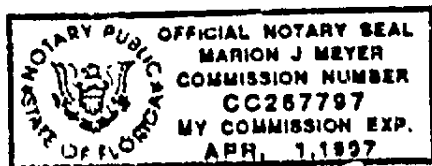


Marion J. Meyer  
Signature of Notary Public

MARION J. MEYER  
Notary's Name/Typed or Printed

STATE OF FLORIDA  
COUNTY OF PINELLAS

Sworn to and subscribed before me this 18th day of January, 1994 by Alan Carlson as Incorporator of Clearwater Lady Bombers, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Driver License as identification and did take an oath.



Marion J. Meyer  
Signature of Notary Public

MARION J. MEYER  
Notary's Name/Typed or Printed

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Clearwater Lady Bombers, Inc. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.

John M. Marquardt  
John M. Marquardt  
Registered Agent

wp/sd



## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: Clearwater Lady Bombers, Inc

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

John M. Marquardt

(Name)

400 Cleveland St.

(P.O. Box NOT acceptable)

Clearwater, FL 33617

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

John M. Marquardt

DATE

Jan 24, 1994

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314