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MARILYN M. DENNEY
BRANDON LEAGUERETTES
214 CRANBERRY LANE
BRANDON, FL 33510

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 3, 1999

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

Re: Brandon Leaguerettes, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Brandon Leaguerettes, Inc. and a check in the sum of \$70.00 representing the required filing fee. In the event you need to contact me, my daytime telephone number is 813-229-0900, Ext. 1334.

Very truly yours,

Marilyn M. Denney
Marilyn M. Denney

/md
Encl.

S. Thompson NOV 22 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRANDON LEAGUERETTES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be Brandon Leaguerettes, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be c/o Marilyn Denney, 214 Cranberry Lane, Brandon, Florida 33510.

ARTICLE III
PURPOSES

Section 1. The Corporation is organized exclusively for charitable, religious, educational, and to foster a national amateur sports competition, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no

Director or 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. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the

Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of 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 organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax

laws, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
MANNER OF ELECTION OF DIRECTORS

Members of the Board of Directors shall be elected in accordance with the Bylaws of the Corporation.

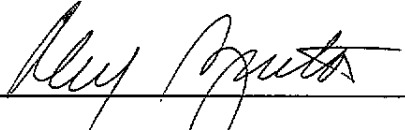
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Kass, Shuler, Solomon, Spector, Foyle & Singer, P.A. 1505 N. Florida Avenue, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation located at that address is Neil C. Spector.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Neil C. Spector, c/o Kass, Shuler, Solomon, Spector, Foyle & Singer, P.A. 1505 N. Florida Avenue, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this November 3, 1999.



Neil C. Spector

ACCEPTANCE OF REGISTERED AGENT

I hereby accept to act as Initial Registered Agent for Brandon Leaguerettes, Inc., as stated in these Articles of Incorporation.



Neil C. Spector

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