

# N96000005959

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8811  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: JAMES BRYAN OF  
HOPE FOUNDATION, INC.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

SUBTOTALS \_\_\_\_\_

FEE.....	75
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	11/21/96		
TIME	9:00		
BY	CD		

WALK-IN  
 Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

FILED  
96 NOV 21 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TAMPA BAY RAYS OF HOPE FOUNDATION, INC.

A Florida Not-For-Profit Corporation

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes, hereby agree to the following:

ARTICLE I. NAME

The name of the Corporation shall be TAMPA BAY RAYS OF HOPE FOUNDATION, INC.

ARTICLE II. PURPOSES

Section 1. The Corporation has been organized exclusively for charitable, educational and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

Section 2. Without limiting the generality of section 1 above, the specific purposes of the Corporation shall be to make gifts of real and personal property to corporations, trusts, community chests, funds, foundations, municipal corporations or political subdivisions created or organized in the United States or in any possession thereof or under the laws of the United States or of any state or territory or of any possession of the United States organized and operated exclusively for religious, charitable, scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholders

or individuals and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

Section 3. The Corporation will distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

Section 4. The Corporation will not engage in any self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

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

#### **ARTICLE III. POWERS**

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

#### **ARTICLE IV. LIMITATIONS ON ACTIVITIES**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Trustee or officer 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 Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in section 3 below. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

**Section 2.** 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 Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 3.** Upon the dissolution of the Corporation, the Board of Directors of the Corporation 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 to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

#### **ARTICLE V. TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE VI. PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation shall be Tropicana Field, One Tropicana Drive, St. Petersburg, Florida 33705.

#### **ARTICLE VII. MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be Tropicana Field, One Tropicana Drive, St. Petersburg, Florida 33705.

#### **ARTICLE VIII. REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be Tropicana Field, One Tropicana Drive, St. Petersburg, Florida 33705.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOHN P. HIGGINS.

#### ARTICLE IX. MEMBERS OF THE CORPORATION

The Corporation shall have no Members, it being understood the Corporation's business and affairs shall be governed by a Board of Directors.

#### ARTICLE X. BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2. The members of the initial Board of Directors of the Corporation, who shall serve until the organizational meeting of the Corporation held by said initial Board of Directors following the filing of these Articles of Incorporation, shall consist of four (4) individuals whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Vincent J. Naimoli	One Tropicana Drive St. Petersburg, FL 33705
Charles G. LaMar	One Tropicana Drive St. Petersburg, FL 33705
Rayomnd A. Naimoli	One Tropicana Drive St. Petersburg, FL 33705
John P. Higgins	One Tropicana Drive St. Petersburg, FL 33705

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

#### ARTICLE XI. BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held by the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors in accordance with the provisions of the Bylaws.

#### ARTICLE XII. AMENDMENTS

Section 1. The power to alter, amend or repeal these Articles of Incorporation may be exercised by the Board of Directors by the action of a majority of the Directors then in office.

#### ARTICLE XIII. INCORPORATORS

The names and addresses of the incorporators are:

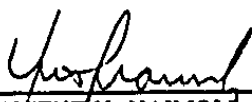
Name	Address
Vincent J. Naimoli	One Tropicana Drive St. Petersburg, FL 33705
Charles G. LaMar	One Tropicana Drive St. Petersburg, FL 33705
Raymond A. Naimoli	One Tropicana Drive St. Petersburg, FL 33705

John P. Higgins

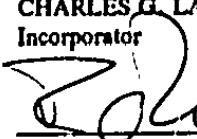
One Tropicana Drive

St. Petersburg, FL 33705

IN WITNESS WHEREOF, for purposes of forming a not-for-profit corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 19th day of November, 1996.

  
\_\_\_\_\_  
VINCENT N. NAIMOLI  
Incorporator

  
\_\_\_\_\_  
CHARLES G. LAMAR  
Incorporator

  
\_\_\_\_\_  
RAYMOND A. NAIMOLI  
Incorporator

  
\_\_\_\_\_  
JOHN P. HIGGINS  
Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
96 NOV 21 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registering agent's acceptance of that position.

1. The name of the Corporation is: **TAMPA BAY RAYS OF HOPE FOUNDATION, INC.**

2. The name and address of the registered agent and office are

**JOHN P. HIGGINS**  
Tropicana Field  
One Tropicana Drive  
St. Petersburg, FL 33705

  
**VINCENT J. NAIMOLI, Incorporator**

  
**CHARLES G. DAMAR, Incorporator**

  
**RAYMOND A. NAIMOLI, Incorporator**

  
**JOHN P. HIGGINS, Incorporator**

DATE: 11-19, 1996

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 P. HIGGINS**

DATE: 11-19, 1996