

718118

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000245698 3)))



H120002456983ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : MACFARLANE FERGUSON & MCMULLEN
Account Number : 076077001654
Phone : (813) 273-4229
Fax Number : (813) 273-4396

FILED
2012 OCT -9 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: flar tampa @ macfar.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BAYSHORE LITTLE LEAGUE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

10/10/12



October 10, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BAYSHORE LITTLE LEAGUE, INC.
P.O. BOX 1183
TAMPA, FL 33601US

SUBJECT: BAYSHORE LITTLE LEAGUE, INC.
REF: 71811B

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: E12000245698
Letter Number: 212A00025058

RECEIVED
12 OCT 10 AM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

(((H12000245698 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAYSHORE LITTLE LEAGUE, INC.**

FILED
2012 OCT -9 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, **BAYSHORE LITTLE LEAGUE, INC.**, a not for profit corporation currently filed with the State of Florida under Document Number 718118 (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name and Address

The name of the Corporation is **BAYSHORE LITTLE LEAGUE, INC.**

The address of this Corporation is **181 Columbia Drive, Tampa 33606**, or such other address within the State of Florida as the Board of Directors may from time to time designate, and the mailing address is **P.O. Box 1183, Tampa, Florida 33601**.

ARTICLE II
Purposes

(a) The Corporation is organized and shall be operated exclusively for educational purposes for fostering amateur sports through instruction and training. This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income there from and the principal thereof exclusively for its education purposes for fostering amateur sports.

(b) 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 in furtherance of the purposes set forth in the purpose clause hereof. 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. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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.

(c) Upon the dissolution of the Corporation, assets shall be distributed to the City of Tampa, Florida Recreation Department for a public purpose, or to District 6 Tampa Little League if a qualifying organization under section 501(c)(3) of the Code, or for one or more exempt

(((H12000245698 3)))

((H12000245698 3)))

purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Powers

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the educational purposes for fostering amateur sports for which the Corporation is organized, subject, however, to the following:

(a) This Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(b) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax law.

(c) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

((H12000245698 3)))

(((H12000245698 3)))

ARTICLE V
Term of Existence

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VI
Officers and Directors

The affairs of this Corporation shall be managed by a Board of Directors, who shall be elected annually as provided in the bylaws of the Corporation, and by officers who shall be elected annually by majority vote of the Board of Directors of the Corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the office of the Corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the Corporation. The number shall not be fewer than three (3) but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

The current officers and Directors are:

<u>NAME & ADDRESS</u>	<u>TITLE</u>
Derek B. Alvarez 2307 W. Cleveland Street Tampa, Florida 33609	President & Director
James S. Robey 826 S. Oregon Avenue Tampa, Florida 33606	Treasurer & Director
John A. Schifino 201 N. Franklin Street Suite 3200 Tampa, Florida 33602	Secretary & Director

ARTICLE VII
Registered Office and Registered Agent

The name of the Corporation's registered agent is Natalie C. Annis, and the street address of the Corporation's registered office is 201 N. Franklin Street, Suite 2000, Tampa,

(((H12000245698 3)))

(((H12000245698 3)))

Florida 33602. The Corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

ARTICLE VIII

Bylaws

The bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Board of Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this Corporation to all the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE IX

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the Board of Directors of the Corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the Board of Directors of the Corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consent as provided in Florida Statutes, as now amended or as same may be amended in the future.

These Amended and Restated Articles of Incorporation were adopted on the 1st day of October, 2012 by the Board of Directors of the Corporation. These Restated Articles do not contain any amendments requiring member approval and there are no members entitled to vote on these Restated Articles.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 8 day of October, 2012.

BAYSHORE LITTLE LEAGUE, INC.

By: 

Derek B. Alvarez, President

(((H12000245698 3)))

(((H12000245698 3)))

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the Corporation is **BAYSHORE LITTLE LEAGUE, INC.**
2. The name and address of the registered agent and office is:

Natalie C. Annis, Esq.
201 N. Franklin Street, Suite 2000
Tampa, Florida 33602

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.

Dated this 9th day of October, 2012.


Natalie C. Annis, Registered Agent

(((H12000245698 3)))