

**Electronic Articles of Organization  
For  
Florida Limited Liability Company**

**L14000154549  
FILED 8:00 AM  
September 29, 2014  
Sec. Of State  
jshivers**

**Article I**

The name of the Limited Liability Company is:  
MANATEES BASEBALL CLUB LLC

**Article II**

The street address of the principal office of the Limited Liability Company is:  
200 SOUTH ORANGE AVENUE  
SUITE 2900  
ORLANDO, FL. US 32801

The mailing address of the Limited Liability Company is:  
200 SOUTH ORANGE AVENUE  
SUITE 2900  
ORLANDO, FL. US 32801

**Article III**

Other provisions, if any:

1. THE COMPANY WILL BE MEMBER MANAGED. 2. THE  
OPERATING AGREEMENT SHALL BE ENTIRELY IN WRITING AND CAN BE  
AMNEDED ONLY WRITTEN AGREEMENT APPROVED BY THE MEMBERS IN  
ACCORDANCE WITH THE OPERATING AGREEMENT.

**Article IV**

The name and Florida street address of the registered agent is:  
JAMES M TALLEY  
200 SOUTH ORANGE AVENUE  
SUITE 2900  
ORLANDO, FL. 32801

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Registered Agent Signature: JAMES M. TALLEY

## **Article V**

The name and address of person(s) authorized to manage LLC:

Title: MGR  
TENNEESEE MANATEES LLC  
835 TYNE VALLEY COURT  
NASHVILLE, TN. 37220 US

Title: MGR  
THOMAS F WINTERS M.D.  
1405 S. ORANGE AVENUE, SUITE 601  
ORLANDO, FL. 32806 US

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## **Article VI**

The effective date for this Limited Liability Company shall be:

09/29/2014

Signature of member or an authorized representative

Electronic Signature: JAMES M. TALLEY, AUTHORIZED REP.

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

214 006 154 549

**BAKER DONELSON**  
BEARMAN, CALDWELL & BERKOWITZ, PC

200 SOUTH ORANGE AVENUE  
SUITE 2900

POST OFFICE BOX 1549  
ORLANDO, FLORIDA 32802

PHONE: 407.422.6600  
FAX: 407.841.0325

[www.bakerdonelson.com](http://www.bakerdonelson.com)

JAMES M. TALLEY, ESQ.  
Direct Dial: (407) 367-5451  
E-Mail Address: [jtalley@bakerdonelson.com](mailto:jtalley@bakerdonelson.com)

October 2, 2014

**SENDING VIA FACSIMILE**  
**TRANSMISSION: 850-245-6030**

Mr. Justin Shivers  
Regulatory Specialist II  
Registration/Qualification Section  
Dept. of State, Division of Corps.  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

800264768308

**Re: Consent to use of name "Manatees Baseball Club, LLC"**  
**TRACKING NUMBER: 800264768308**

Dear Mr. Shivers:

We are attorneys for both Manatees Baseball Community Foundation, Inc., and also for a limited liability corporation attempting to be formed with the name Manatees Baseball Club, LLC.

On September 29, 2014 we attempted to file through your E-Filing Service website Articles of Organization for a limited liability corporation to be named "Manatees Baseball Club LLC". The articles were rejected because of a perceived conflict with a corporation named Manatees Baseball Community Foundation, Inc.

We spoke regarding this issue on October 1, 2014. I understand if Manatees Baseball Community Foundation, Inc. consents to the to be formed limited liability corporation using the phrase "Manatees Baseball" in its name, then the Articles of Organization for Manatees Baseball Club, LLC will be successfully processed.

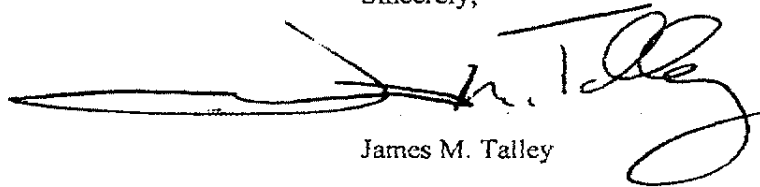
Enclosed please find a notarized letter from Manatees Baseball Community Foundation, Inc. consenting to the use of the phrase "Manatees Baseball" in the name of the limited liability corporation Manatees Baseball Club, LLC.

Mr. Justin Shivers  
Regulatory Specialist II  
Registration/Qualification Section  
Dept. of State, Division of Corps.  
October 2, 2014  
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If you have any other questions, please contact us.

Sincerely,

A handwritten signature in black ink, appearing to read "J. Talley", with a long horizontal stroke extending to the left.

James M. Talley

JMT/vlm  
Enclosure

**MANATEES BASEBALL COMMUNITY FOUNDATION, INC.**  
**1405 S. Orange Avenue, Suite 601**  
**Orlando, Florida 32806**  
**October 2, 2014**

Mr. Justin Shivers  
Regulatory Specialist II  
Registration/Qualification Section  
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

BY FAX: 850 245 6030

Re: Consent to use of name Manatees Baseball Club LLC

Dear Mr. Shivers:

Manatees Baseball Community Foundation, Inc. is a not for profit corporation existing under the laws of the State of Florida. Our corporation was formed on June 24, 2011.

On or about September 29, 2014 our President, Thomas F. Winters, Jr. and another entity attempted to organize Manatees Baseball Club LLC. This limited liability corporation is related to Manatees Baseball Community Foundation, Inc. Effectively, the to be formed limited liability corporation will own and operate a minor league baseball franchise and Manatees Baseball Community Foundation, Inc. is a charitable organization related to the minor league baseball franchise.

The tracking number for the filing of the Articles of Organization of Manatees Baseball Club LLC is **800264768308**. The articles were filed through your agency's E-Filing Services website on September 29, 2014. You advised that the name of Manatees Baseball Community Foundation, Inc., created a conflict with the name Manatees Baseball Club LLC. Your letter advising of the rejection of the Articles of Organization of Manatees Baseball Club LLC is Letter Number: 140929141636-800264768308.

On October 1, 2014 you spoke with our legal counsel about this matter. We understand that the to be formed limited liability corporation may use the phrase "Manatees Baseball" in its name if we consent.

Please allow this notarized letter to serve as our consent and authorization for the new limited liability corporation to use the phrases "Manatees Baseball" in its official name. As the two entities are related it is our hope and preference that we may use the phrase "Manatees Baseball" in our group of entities. We do not believe this will call any confusion in the public because the connection between the minor league baseball team and its charitable activities are

Letter to Mr. Shivers  
October 2, 2014

obvious and the objectives of both will be promoted by the common use of the phrase "Manatees Baseball".

If you have any questions please contact our counsel, James M. Talley, Baker Donelson, Bearman, Caldwell & Berkowitz, PC, 200 S. Orange Avenue, Suite 2900, Orlando, Florida 32801 telephone 407 367 5451 and email jtalley@bakerdonelson.com.

Sincerely,

MANATEES BASEBALL COMMUNITY  
FOUNDATION, INC.

By: Thomas F. Winters, Jr.  
Thomas F. Winters, Jr., President

By: Charlie Baumann  
Charlie Baumann, Treasurer

**NOTARY ACKNOWLEDGEMENT**

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of October 2014, by both Thomas F. Winters, Jr. as the President of Manatees Baseball Community Foundation, Inc. and Charlie Baumann as the Treasurer of Manatees Baseball Community Foundation, Inc. and both are personally known to me as identification and each did not take an oath.

Jo Lynn Barnett  
NOTARY PUBLIC  
JO LYNN BARNETT

(Name of officer - typed, printed or stamped)

Commission Number/Expiration: \_\_\_\_\_

SEAL:

