

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

ATTORNEYS AT LAW

" Founded 1925 "

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February 9, 2000

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

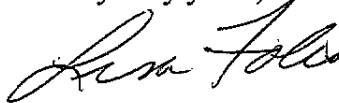
Re: SARASOTA BASEBALL CLUB, INC.

Dear Sir/Madame:

Enclosed please find duplicate originals of the Articles of Incorporation of Sarasota Baseball Club, Inc. Please file these articles as quickly as possible. Then, using one of our originals, please provide a certified copy and return it to our office via regular US mail. We also enclose our check made payable to Secretary of State in the amount of \$78.75 to cover the filing fee for this transaction.

Thank you very much, and should any problems arise in connection with this filing, please contact the undersigned immediately.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encl.-384741

FILED
00 FEB 11 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN FEB 16 2000

**ARTICLES OF INCORPORATION
OF
SARASOTA BASEBALL CLUB, INC.**

(A Corporation Not for Profit)

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00 FEB 11 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I, hereby make, adopt and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

Sarasota Baseball Club, Inc.

The principal address and the mailing address of the corporation shall be:

6254 Colan Place
Sarasota, Florida 34240

**II.
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board

of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

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 herein. 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, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. Qualification and method of election of directors will be determined pursuant to the provisions of the Bylaws.

IV. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

V. BYLAWS

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

VI. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 200 South Orange Avenue, and the name of the initial registered agent of this corporation at that address is William M. Seider.

**VII.
INCORPORATORS**

The name and address of the incorporator to these Articles of Incorporation is as follows:

William M. Seider
200 South Orange Avenue
Sarasota, Florida 34236

**VIII.
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

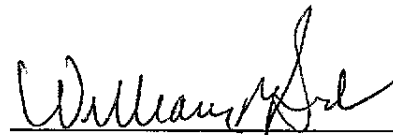
**IX.
DISTRIBUTION UPON DISSOLUTION**

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 for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, 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, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**X.
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

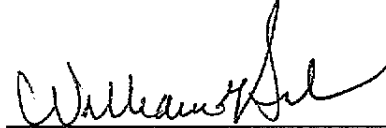
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of January, 2000.



William M. Seider
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of Sarasota Baseball Club, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



William M. Seider
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA