

# N00000002009

LAW OFFICES

GOLDSTEIN & GOLDSTEIN

Maurice W. Goldstein  
S. William Goldstein

500 LAW EXCHANGE BUILDING  
24 NORTH MARKET STREET  
JACKSONVILLE, FLORIDA 32202-2877  
TELEPHONE (904) 353-4421  
FAX (904) 350-9823

March 20, 2000

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

300003180683--6  
-03/22/00--01108--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Baseball Heaven, Inc., conversion from corporation for profit to corporation not for profit, § 617.1807, Florida Statutes.


Gentlemen:

Enclosed please find copy of order of Circuit Court approving conversion of Baseball Heaven, Inc., a corporation for profit, to Baseball Heaven, Inc., a corporation not for profit, in triplicate original counterparts, to which are attached original Articles of Incorporation of Baseball Heaven, Inc., a corporation not for profit. The court order recites that it is the court's approval.

My check for \$70.00 to cover filing fees is also enclosed.

Please return the unneeded copy marked "Received", by the Department.

Respectfully submitted,

  
Maurice W. Goldstein

MWG/bd

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR 22 PM 1:19

FILED

gfc 3/28

IN THE CIRCUIT COURT, FOURTH  
JUDICIAL CIRCUIT, IN AND FOR  
DUVAL COUNTY, FLORIDA.

CIVIL ACTION NO. 88-81951 CA

DIVISION:

In Re the Petition of:

BASEBALL HEAVEN, INC., a  
Florida corporation, to convert to  
a corporation not for profit

**DIVISION CV-F**

ORDER CONVERTING CORPORATION FOR PROFIT  
TO CORPORATION NOT FOR PROFIT

This matter came on this day to be heard upon the verified petition of Baseball Heaven, Inc., a Florida corporation, to convert it from a corporation for profit to a corporation not for profit, a copy of the proposed Articles of Incorporation Not For Profit being hereto attached; the Court finds that the petition filed herein and the proposed Articles of Incorporation are in proper form; that petitioner is in the process of transferring its functions and assets to the corporation not for profit by proceedings under the appropriate law, and that the facts, circumstances and intentions surrounding such transfer proceedings in the petition filed herein, were set forth in accordance with § 617.1805, Florida Statutes, and that petitioner has acted under the law; it is, upon consideration thereof,

**ORDERED**, that:

1. The Articles of Incorporation attached hereto, are approved.

2. A copy of this Order shall be attached to the Articles of Incorporation to be filed with the Department of State, Division of Corporations, pursuant to law, as the Court's endorsement thereon.

3. All of the property of petitioner, **Baseball Heaven, Inc.**, shall become the property of the successor corporation not for profit, **Baseball Heaven, Inc.**, a corporation not for profit, subject to all indebtedness and liabilities of petitioner, **Baseball Heaven, Inc.**

4. Upon filing the Articles of Incorporation with the Department of State, Division of Corporations, as provided by law, and payment of the filing fees as specified in § 617.0122, Florida Statutes, the petitioner corporation, **Baseball Heaven, Inc.**, shall become a corporation not for profit, under the name adopted in the Articles of Incorporation, **Baseball Heaven, Inc.**, a corporation not for profit, and subject to all the rights, powers, immunities, duties, and liabilities of corporations not for profit, under state law, and its rights, powers, immunities, duties, and liabilities as a corporation for profit, shall cease and determine.

DONE AND ORDERED at Jacksonville, Duval County, Florida, this  
20th day of March, 2000.

ORDER ENTERED

MAR 20 2000

/s/ HENRY E. DAVIS

\_\_\_\_\_  
Circuit Judge

Copy to:

M. W. Goldstein, Esq.  
24 N. Market St., #500  
Jacksonville, FL 32202

ARTICLES OF INCORPORATION OF BASEBALL HEAVEN, INC.  
A CORPORATION NOT FOR PROFIT

ARTICLE 1

This corporation was converted from a corporation formerly named **Baseball Heaven, Inc.** This corporation is to be formed pursuant to §§ 617.1805 and 1807, Florida Statutes.

ARTICLE 2

The name of this corporation shall be **Baseball Heaven, Inc.**, a corporation not for profit.

ARTICLE 3

The street address of the initial principal office of the corporation is **3695 Hartsfield Road, Jacksonville, FL 32277.**

ARTICLE 4

The purposes of this corporation are to instill interest in baseball and softball for the youth of the community among children, boys and girls, ages 4-12 years, and for senior citizens of the community; to instill interest in the citizens of this community in baseball and softball for recreational/health activities; to provide facilities for the various baseball and softball leagues to train and play ball for recreation; to provide training facilities to promote the sports of baseball and softball for recreation, and to promote health of the citizens of the community; to provide training and recreation facilities for underprivileged children to join with such other trainees and players of baseball and softball; and to provide education in the sports of baseball and softball for the children and other citizens of the community, at minimum charges, and for no profit.

FILED  
00 MAR 22 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 5**

The method of election of directors shall be stated in the bylaws of the corporation.

**ARTICLE 6**

The street address of the corporation's initial registered office is 3695 Hartsfield Road, Jacksonville, FL 32277, and the name of its initial registered agent at that address is Deborah Joy McLaughlin, who will file herewith a written acceptance of appointment as a registered agent as required by § 617.0501, Florida Statutes.

**ARTICLE 7**

The name and address of the incorporator is Deborah Joy McLaughlin, 8300 Ft. Caroline Road, Jacksonville, FL 32277.

**ARTICLE 8**

The names and addresses of the individuals who are to serve as initial directors are:

Bert S. McLaughlin, 8300 Ft. Caroline Road, Jacksonville, FL 32277;

Brenda B. McLaughlin, 8300 Ft. Caroline Road, Jacksonville, FL 32277;

Deborah Joy McLaughlin, 8300 Ft. Caroline Road, Jacksonville, FL 32277;

Samuel B. McLaughlin, 8300 Ft. Caroline Road, Jacksonville, FL 32277;

Esther Carol Walker, 3695 Hartsfield Road, Jacksonville, FL 32277.

**ARTICLE 9**

The corporation shall have only one class of members, that is, the Board of Directors shall constitute the members of the corporation.

Deborah Joy McLaughlin  
Deborah Joy McLaughlin

Notary Public, State of Florida



M. W. Goldstein  
Commission # GC 837879  
Expires July 1, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

FILED  
00 MAR 22 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of applicable Florida Statutes, the following is submitted, in compliance with said law.:

That **BASEBALL HEAVEN, INC.**, desiring to convert to a corporation not for profit under the name of **BASEBALL HEAVEN, INC.**, a corporation not for profit, under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 3695 Hartsfield Road, Jacksonville, FL 32277, has named **Deborah Joy McLaughlin**, located at 3695 Hartsfield Road, Jacksonville, FL 32277, as its registered agent to accept service of process within this state.

Deborah Joy McLaughlin  
Deborah Joy McLaughlin President.

**INCORPORATOR**

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office. I am familiar with and accept the responsibilities of that position.

Deborah Joy McLaughlin  
Deborah Joy McLaughlin