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Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION**WILLY ALVAREZ BASEBALL FOUNDATION, INC.**

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ARTICLES OF INCORPORATION

OF

WILLY ALVAREZ BASEBALL FOUNDATION, INC.
a Florida Not For Profit Corporation

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THE UNDERSIGNED, acting as Incorporators of a Corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

WILLY ALVAREZ BASEBALL FOUNDATION, INC.

ARTICLE II

The principal office of the corporation is to be located in the City of Miami, County of Miami-Dade. The mailing address of this Corporation shall be:

451 N.W. 132nd Avenue
Miami, Florida 33182

ARTICLE III

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

The specific purposes for which this corporation is organized shall be: (i) To provide Christopher Columbus High School Students who participate in the school baseball program the exposure and opportunity to play college baseball.

Frank J. Segredo, Esquire
Segredo & Weisz, Attorneys at Law
901 Ponce de Leon Blvd., Suite 601
Coral Gables, Florida 33134
Tel. (305)448-7023
Fax (305)444-7637
FL.BAR NO. 358010

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ARTICLE IV

The names and addresses of the Incorporators of the corporation are as follows:

Guillermo Alvarez
451 N.W. 132 Avenue
Miami, Florida 33182

Dania Alvarez
451 N.W. 132 Avenue
Miami, Florida 33182

Alina Estrada
451 N.W. 132 Avenue
Miami, Florida 33182

ARTICLE V

The name and street address of the initial registered agent shall be:

Arturo Jordan, C.P.A.
999 Ponce de Leon Blvd.
Suite #715
Coral Gables, Florida 33134

ARTICLE VI

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 Article III 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE VII

The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

Guillermo Alvarez
451 N.W. 132 Avenue
Miami, Florida 33182

DIRECTOR

Dania Alvarez
451 N.W. 132 Avenue
Miami, Florida 33182

DIRECTOR

Alina Estrada
451 N.W. 132 Avenue
Miami, Florida 33182

DIRECTOR

ARTICLE IX

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other Officers as may from time to time be created by the Board of Directors. The names of the Officers and the Office they shall hold until the first election shall be:

NAME

OFFICE

Guillermo Alvarez

PRESIDENT

Dania Alvarez

VICE-PRESIDENT

Alina Estrada

SECRETARY

Guillermo Alvarez

TREASURER

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ARTICLE X

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

ARTICLE XI

The By-Laws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XII

The Corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.


ARTICLE XIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation such manner, or to such organization or organizations organized and operated exclusively or charitable, educational, religious 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 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

The undersigned Incorporators have executed these Articles of Incorporation this 31st day of March, 2000.


Guillermo Alvarez, Incorporator


Dania Alvarez, Incorporator


Alina Estrada, Incorporator

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

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First, That **Willy Alvarez Baseball Foundation, Inc.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named **Arturo Jordan, C.P.A.** located at 999 Ponce De Leon Blvd., Suite 715, Coral Gables, Florida 33134, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

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.


Arturo Jordan, C.P.A.

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