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April 6, 2001

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Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Jackie Robinson Ballpark and Museum**

Dear Sir/Madam:

FILED
2001 APR -9 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosed herewith are the original and one copy of the Articles of Incorporation of **Jackie Robinson Ballpark and Museum**. Also enclosed is a check for \$78.75 in payment of the filing fee, registered agent designation, and certified copy fee.

Please direct the certified copy along with any other correspondence as follows:

Susan Cobb
Powell, Goldstein, Frazer & Murphy, LLP
1001 Pennsylvania Avenue, N.W., 6th floor
Washington, D.C. 20004-2505

Please call me at 202-624-7344 or Elizabeth Winborne at 202-624-3924 if there are any questions regarding the enclosed. Thank you for your assistance in this matter.

Sincerely,

Susan A. Cobb
Susan A. Cobb

For Powell, Goldstein, Frazer & Murphy, LLP

Enclosures

4/12/01

ARTICLES OF INCORPORATION

OF

THE JACKIE ROBINSON BALLPARK AND MUSEUM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Chapter 617, Florida Statutes (Not for Profit):

ARTICLE I. NAME

The name of the corporation (hereinafter the "Corporation") shall be The Jackie Robinson Ballpark and Museum, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address, including street and number, of its principal office is 125 Basin Street, Daytona Beach, FL 32114.

ARTICLE III. PURPOSE

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

In furtherance of these purposes, the Corporation shall educate the public on the life of Jackie Robinson, a sports and civil rights legend, the background of the civil rights struggles in the U.S. and Central Florida, and the roles that other African-American professional athletes played in the integration of professional sports during that time and the history of the Jackie Robinson Ballpark. The Corporation shall also maintain a public monument, promote social welfare by combating community deterioration, and eliminate prejudice and discrimination by restoring, developing and preserving the Jackie Robinson Ballpark, a National Register of Historic Places site and facility in Daytona Beach, Florida, where Jackie Robinson became the first African American to play professional Major League Baseball.

The Corporation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under section 501(c)(3) of the Code or corresponding future provisions of the federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the state of Florida.

No part of the income or principal of the Corporation shall inure to the benefit of any director or officer of this Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation. The Corporation shall not engage in any activity which is prohibited to a corporation exempt from federal income tax under section 501(c)(3) of the Code or any corresponding future provision of the federal tax law. In accordance with the existing federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

ARTICLE IV. MANNER OF ELECTION

The internal affairs of the Corporation shall be managed and the Board shall be elected or appointed in accordance with the provisions set forth in the bylaws of the Corporation. Sole voting power of the Corporation shall be vested in the Board of Directors.

ARTICLE V. INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as initial directors until the first annual meeting or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Suzanne Kuehn	301 S. Ridgewood Avenue, Room 240 P.O. Box 2451 Daytona Beach, FL 32115-2451
H. Darden Jenkins	125 Basin Street Daytona Beach, FL 32114
Andrew M. Ham	1904 San Marco Boulevard, Suite 3 Jacksonville, FL 32207

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address, including street and number of its initial registered office is 1904 San Marco Boulevard, Suite 3, Jacksonville, FL 32207-3236, and the name of its initial registered agent at such address is Andrew M. Ham.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is Susan A. Cobb, 1001 Pennsylvania Avenue, N.W., Washington, D.C. 20004.

ARTICLE VIII. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IX. MEMBERS

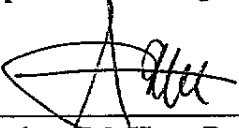
The Corporation shall have members. The members shall not have voting rights.

ARTICLE X. DISTRIBUTION OF ASSETS

Provisions for distribution of assets on dissolution or the termination of the Corporation are as follows:

Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors of the Corporation. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 district or 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 exempt purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Andrew M. Ham, Registered Agent

4/02/07
Date

Susan A. Cobb

Susan A. Cobb, Incorporator

4/06/01
Date

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2001 APR -9 AM 11:49
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TALLAHASSEE FLORIDA

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