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June 19, 2001

VIA FEDERAL EXPRESS

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900004433089--3
-06/20/01--01087--016
*****78.75 *****78.75

Re: Bryant Stadium Restoration Committee, Inc.

Gentlemen:

Enclosed please find the original and a duplicate of Articles of Incorporation of Bryant Stadium Restoration Committee, Inc., a new Florida not-for-profit corporation.

According to an on-line computer check of your records, it appears that this name is available for a new Florida not-for-profit corporation.

After examination, please file the original of the Articles of Incorporation and return the duplicate to the undersigned duly certified to show the date of filing.

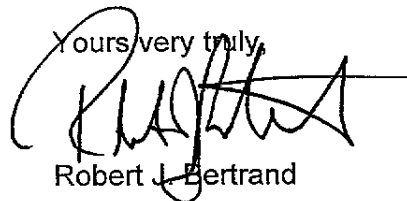
Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

Of course, if there are any questions concerning the enclosed Articles of Incorporation, please contact the undersigned collect at 863/284-2213 in Lakeland.

Thanking you for your usual cooperation, I am

Yours very truly,


Robert J. Bertrand

RJB/mcd
Enclosures
xc: Stephen W. Baylis, C.P.A.

FILED
01 JUN 19 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CLERMONT

MELBOURNE

ORLANDO

TALLAHASSEE

TAMPA

6-21-01
mc

**ARTICLES OF INCORPORATION
OF
BRYANT STADIUM RESTORATION COMMITTEE, INC.
(a Corporation Not For Profit)**

FILED
01 JUN 19 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation;

**ARTICLE I
NAME**

The name of the corporation is BRYANT STADIUM RESTORATION COMMITTEE, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 53 Lake Morton Drive, Lakeland, Florida 33801. The initial mailing address of the corporation is 53 Lake Morton Drive, Lakeland, Florida 33801.

**ARTICLE III
DURATION**

The corporation shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles of Incorporation.

**ARTICLE IV
PURPOSES**

The purposes for which the corporation is organized are exclusively to raise funds to restore and expand a long time local landmark, within the meaning of 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.

The specific purposes of the corporation are to raise funds to restore and expand Thomas W. Bryant Stadium, a long time local landmark owned by the City of Lakeland. Bryant Stadium is part of a sports complex in the Northwest portion of the City of Lakeland which contains Henley Field, a baseball stadium named on the National Register of Historic Places. The volunteer committee is expected to have a limited existence of three (3) years or less and expects that all funds raised will be used in the restoration. In the event that excess funds exist at the conclusion of the project, they will be donated to 501(c)3 organization or to the City of Lakeland for the benefit of youth sports programs.

ARTICLE V POWERS

The corporation shall have and exercise all powers granted to a corporation not for profit under Chapter 617, Florida Statutes, as amended, which may be necessary, proper or convenient to carry out the purposes described in Article IV hereof, subject to the limitations specified in Article VI hereof. Subject to any applicable limitations, the corporation shall have the power to receive, accept, use, hold, manage and dispose of all types of real and personal property given, transferred, devised or bequeathed to it, in trust or otherwise, for the purposes described in Article IV above and for the purposes incidental thereto.

ARTICLE VI LIMITATIONS

The corporation is not formed for pecuniary profit or financial gain. Furthermore, the corporation shall neither have nor issue any stock. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall the corporation participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. No part of the net earnings of the corporation shall ever inure to the benefit of or be distributable to any director, officer or any other individual affiliated with the corporation, but 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 IV hereof. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax 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.

ARTICLE VII DIRECTORS

The powers, activities and properties of the corporation shall be exercised, managed and controlled by a Board of Directors. The number of Directors of corporation may be either increased or decreased from time to time in accordance with the Bylaws of the corporation, but shall never be less than one (1). The method of election of the Directors of the corporation shall be stated in the Bylaws of the corporation.

The names and addresses of the initial Directors of the corporation are:

Name

Address

Stephen W. Baylis

53 Lake Morton Drive
Lakeland, Florida 33801

Hollis Hooks	53 Lake Morton Drive Lakeland, Florida 33801
Peggy McKeel	53 Lake Morton Drive Lakeland, Florida 33801
Mark Thomas	53 Lake Morton Drive Lakeland, Florida 33801
Mike Nichols	53 Lake Morton Drive Lakeland, Florida 33801
Guy Smith	53 Lake Morton Drive Lakeland, Florida 33801
Bob Stanley	53 Lake Morton Drive Lakeland, Florida 33801
Lisa Parks	53 Lake Morton Drive Lakeland, Florida 33801
Ron Riggs	53 Lake Morton Drive Lakeland, Florida 33801

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 53 Lake Morton Drive, Lakeland, Florida 33801, and the name of the initial registered agent of the corporation at that office is Stephen W. Baylis.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Bertrand	One Lake Morton Drive Lakeland, Florida 33801

ARTICLE X
DISSOLUTION

Upon the dissolution of the corporation, the assets of the corporation, after paying

or making provision for the payment of all liabilities of the corporation, shall be distributed for one or more exempt purposes within the meaning of 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 shall be distributed to the federal government, or to a state or local government, for public purposes. Any of such assets not so disposed of shall be disposed by the Circuit Court of the 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 purposes.

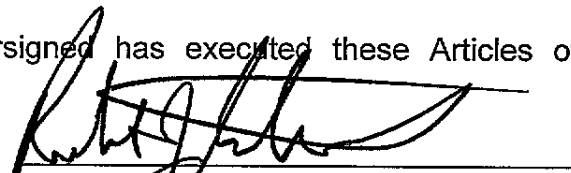
ARTICLE XI BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors of the corporation, and may be altered, amended or rescinded from time to time, in whole or in part, by the affirmative vote of a majority of the then members of the Board of Directors present in person or by written proxy at a meeting called for that purpose. Notice of the proposed action with respect to the Bylaws shall be mailed to each then member of the Board of Directors at least ten (10) days before such meeting, and such notice shall contain a statement of the proposed action to be taken at such meeting with respect to the Bylaws and, if applicable, of the particular change, alteration, amendment or addition to the Bylaws to be voted upon at such meeting.

ARTICLE XII AMENDMENTS

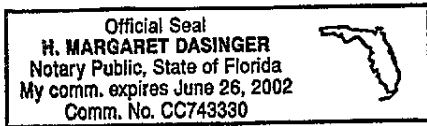
These Articles of Incorporation may be amended, at any time, and from time to time, by the affirmative vote of a majority of the then members of the Board of Directors present in person or by written proxy at any regular or special meeting of the Board of Directors, provided that notice of such change in the Articles shall be given to each then member of the Board of Directors in writing at least ten (10) days prior to the date of such meeting and provided that such notice shall contain a statement of the amendment or amendments to be considered at the meeting.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of June, 2001.


Robert J. Bertrand, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 18th day of June, 2001,
by Robert J. Bertrand, who is personally known to me.



H. Margaret Dasinger

NOTARY PUBLIC,
State of Florida at Large

H. Margaret Dasinger

(Printed Name)

(AFFIX NOTARY SEAL)

My commission expires: June 26, 2002

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:


STEPHEN W. BAYLIS,
REGISTERED AGENT

DATE: June 18, 2001