

**NOC 000000 6207**  
**SARAGA & LIPSHY, P.A.**  
**COUNSELORS AT LAW**

ROBERT S. SARAGA  
ALSO ADMITTED IN NEW YORK  
  
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201 N.E. FIRST AVENUE  
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August 20, 2001

Via Federal Express

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

300004561093-5  
-08/29/01-01009-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: COUGAR BASEBALL CLUB, INC.

Dear Sir or Madam:

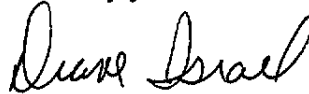
Enclosed herewith, please find for filing Articles of Incorporation for Cougar Baseball Club  
Also enclosed herewith, please find our firm's trust account check in the amount of \$78.75 made payable to the Department of State which represents the following:

1. Filing Fee - \$35.00
2. Registered Agent Designation - \$35.00
3. Certified Copy - \$8.75

Upon filing the enclosed Articles of Incorporation, please return a certified copy to the undersigned's attention.

Should you have any questions, please do not hesitate to contact me. Thank you.

Sincerely yours,



Diane Israel  
Legal Assistant

**FILED**  
01 AUG 28 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

di

Enclosures

cc: Patty Birkhimer

F:\Transaction Department\clients\First Southern\PATTY BIRKHIMER\Secretary of State Filing Letter

8 Day  
8/30/01

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

**FILED**  
01 AUG 28 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**A Not For Profit Corporation**

The undersigned files these Articles of Incorporation for the purpose of forming a corporation under and pursuant to Chapter 617 of the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation not for profit, and does hereby organize the corporation with the name set forth below and adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation is **COUGAR BASEBALL CLUB, INC.** (the "Corporation").

**ARTICLE II**

**Address**

The street address and mailing address of this Corporation's principal office is as follows:

3910 N.W. 20<sup>th</sup> street  
Coconut Creek, Florida 33066

**ARTICLE III**

**Purposes**

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future federal tax code) ("Code").

**ARTICLE IV**

**Election of Directors**

The method of electing directors shall be included in the By-Laws of the Corporation.

**ARTICLE V**

**Indemnification of Directors and Officers**

**Section 1.** Terms used in this Article V shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or 617.0831 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee, or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4 indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's employee's or agent's actions or omissions to act were material to the cause of action so adjudicated and constitute:

- (i) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (ii) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (iii) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (iv) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article V and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;
- or

- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article V or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article V.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article V shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Article V. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
  - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
  - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full

Board of Directors (in which event Directors who are parties may participate).

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article V. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article V.

Section 7. Indemnification and/or advancement of expenses as provided in this Article V shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article V shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

## **ARTICLE VI**

### **Membership**

Membership shall be the Parent(s) and Guardian(s) of the present and past Players form Coconut Creek High School Baseball Team. Parent(s) and Guardian(s) from the Diamond Dolls and present and past Coaches from the Baseball Teams.

## **ARTICLE VII**

### **Negation of Pecuniary Gain**

The Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certifications of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article III.

## **ARTICLE VIII**

### **Term of Existence**

The term of existence of this corporation is perpetual.

**ARTICLE IX**  
**Initial Registered Office and Agent**

Patricia Birkhimer  
3910 N.W. 20<sup>th</sup> Street  
Coconut Creek, Florida 33066

**ARTICLE X**  
**By-Laws**

The By-Laws of this Corporation may be modified, amended or rescinded only by a vote of at least eighty-five percent (85%) of the total members of the Board of Directors.

**ARTICLE XI**  
**Amendments**

These Articles of Incorporation may be modified, amended or rescinded only by a vote of at least eighty-five percent (85%) of the total members of the Board of Directors.

**ARTICLE XII**  
**Prohibition of Certain Activities**

This Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Code or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Code.

**ARTICLE XIII**  
**Dissolution**

Upon the dissolution of this Corporation and in accordance with Florida law, the Board of Directors shall transfer, after paying or making provisions for the payment of all of the liabilities of this Corporation, the remaining assets to the Circuit Court of Broward County, or any other court having jurisdiction over this Corporation and present a request to such court that such funds be distributed exclusively for charitable, benevolent, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code.

**ARTICLE XIV**  
**Incorporator**

The names and address of the Incorporator of the Corporation is as follows:

NAME

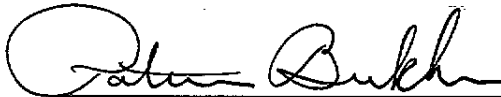
ADDRESS

Patricia Birkhimer

3910 N.W. 20<sup>th</sup> Street  
Coconut Creek, Florida 33066

IN WITNESS WHEREOF, I have hereunto set my hand this 20 day of August, 2001.

INCORPORATOR



PATRICIA BIRKHIMER

STATE OF FLORIDA

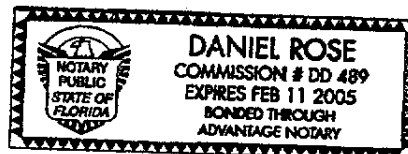
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) SS

COUNTY OF Palm Beach

)

The foregoing instrument was acknowledged before me this 20 day of August, 2001 by PATRICIA BIRKHIMER who is personally known to me or who has produced FL Drivers License as identification.

  
\_\_\_\_\_  
Notary Public

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

01 AUG 28 AM 9:16

SECRETARY OF STATE  
DESIGNED CORPORATION, FLORIDA

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.

1. The name of the Corporation is **COUGAR BASEBALL CLUB, INC.**
2. The name and address of the registered agent and office is:

Patricia Birkhimer  
3910 N.W. 20<sup>th</sup> Street  
Coconut Creek, Florida 33066

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.

  
PATRICIA BIRKHIMER

Dated: August 20, 2001