

No 10000006355

Anthony V. Ferlita
Patti L. Ferlita
17914 Spencer Road
Odessa, Florida 33556

August 30, 2001

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Tampa Tornado's Amateur Baseball Club, Inc.

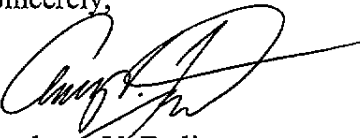
To Whom It May Concern:

Enclosed please find the original and two (2) copies of the Articles of Incorporation for **Tampa Tornado's Amateur Baseball Club, Inc.** Also, enclosed is a check in the amount of Eighty-seven and 50/100 Dollars (\$87.50) to cover the filing fees. Please return two (2) certified copies of the Articles to me at the following address:

Anthony V. Ferlita
17914 Spencer Road
Odessa, Florida 33556-4923

Should you have any questions, I can be reached during the day at (813) 253-3302.

Sincerely,



Anthony V. Ferlita

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phone (813) 920-0511

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**ARTICLES OF INCORPORATION
OF
TAMPA TORNADO'S AMATEUR BASEBALL CLUB, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Article I - Name. The name of the corporation is as follows:

TAMPA TORNADO'S AMATEUR BASEBALL CLUB, INC.

Article II - Address. The address of the principal office and the mailing address of the Corporation is 17914 Spencer Road, Odessa, Florida 33556-4923.

Article III - Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 17914 Spencer Road, Odessa, Florida 33556-4923, and the name of its initial Registered Agent at that address is Anthony V. Ferlita.

Article IV - No Members. The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

Article V - Not For Profit. The Corporation is organized as an amateur youth baseball club, exclusively for charitable and educational purposes and to foster national youth amateur athletic competition within the meaning of Sections 501(c)(3) and 501(j) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation is distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

Article VI - Duration. The duration (term) of the Corporation is perpetual.

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Article VII - Purposes. The Corporation is organized as an amateur youth baseball club, and shall be operated exclusively for charitable and educational purposes and to support and develop amateur youth athletes for participation in national competitive events as qualified amateur sports organization within the meaning of Sections 501(c)(3) and 501(j) of the Code.

Article VIII - Powers. Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitations to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

Article IX - Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code.

Article X - Additional Limitations and Requirements.

A. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, 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 VII (Purposes) hereof.

B. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of subsequent federal tax laws.

C. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

D. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

E. The Corporation shall not make any investment in such a manner as to subject it to tax under Section 4944 of the Code.

F. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article XI - Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

Article XII - Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors and there addresses are listed below:

Anthony V. Ferlita
17914 Spencer Road
Odessa, Florida 33556-4923

Keith G. Garcia
10902 Wingate Drive
Tampa, Florida 33624-5232

Patrick R. Lee
13014 North Dale Mabry Highway
Suite 164
Tampa, Florida 33618-2808

Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

Article XIII - Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by the majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article XIV - Incorporator. The name and street address of the Incorporator is as follows:

Anthony V. Ferlita
17914 Spencer Road
Odessa, Florida 33556-4923

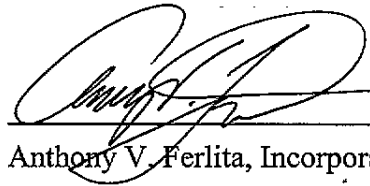
Article XV - Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article XVI - Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article XVII - Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Directors and Officers of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article XVIII - Commencement of Corporate Existence. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these articles of Incorporation on August 30, 2001.



Anthony V. Ferlita, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 617 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the corporation is Tampa Tornado's Amateur Baseball Club, Inc.
2. The name and street address of the registered agent and office of the Corporation are:

Anthony V. Ferlita
17914 Spencer Road
Odessa, Florida 33556-4923

Signature: _____

Anthony V. Ferlita, Incorporated

Date: August 30, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Anthony V. Ferlita, Registered Agent

Date: August 30, 2001