

NO20000000789

Panthers Baseball, Inc.  
c/o Peter S. Holton  
505 S. Flagler Drive  
Suite 1100  
West Palm Beach, Florida 33401,

January 25, 2002

400004833644--6  
-01/29/02--01047--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, FL 32301

**Re: Filing of Panthers Baseball, Inc.**

Dear Clerk:

Enclosed herewith for filing is the original Articles of Incorporation for the above-referenced proposed not-for-profit corporation.

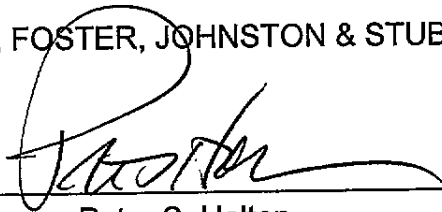
I have also enclosed a check in the amount of \$70.00, which represents \$35.00 filing fee and \$35.00 Registered Agent fee.

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

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By



Peter S. Holton

FILED  
02 JAN 29 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PSH:cdc

Enclosures

N:\PSH\Panthers\Corporate Records\1.doc

9/2/14

**ARTICLES OF INCORPORATION  
OF  
PANTHERS BASEBALL, INC.  
A Florida Corporation Not-for-Profit**

Peter S. Holton, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

**ARTICLE I**

Name

The name of this corporation shall be Panthers Baseball, Inc.

**ARTICLE II**

Initial Registered Office and Agent,  
Principal Office and Mailing Address

The initial registered office and principal office of this corporation shall be located at c/o Peter S. Holton, 505 S. Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this corporation at said address shall be Peter S. Holton. The mailing address of the corporation shall be c/o Peter S. Holton, 505 S. Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

**ARTICLE III**

Purposes

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to receive and administer funds for the purpose of promoting youth baseball through the sponsorship of a youth baseball team which will play an extensive tournament schedule throughout the United States and other purposes related to the foregoing, including the possibility of making distributions

**FILED**  
02 JAN 29 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

to organizations that qualify as exempt organizations under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future law of the Internal Revenue Service or Department of Treasury).

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

#### **ARTICLE IV**

##### **Limitations on the Disposition of Corporate Assets and Net Earnings**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons.

#### **ARTICLE V**

##### **Term of Existence**

This corporation shall have perpetual existence.

#### **ARTICLE VI**

##### **Names and Addresses of the Incorporators**

The name and address of the Incorporator:

Peter S. Holton  
370 Sand Run Road  
West Palm Beach, FL 33413

#### **ARTICLE VII**

##### **Board of Directors**

The number of directors of the corporation shall not be less than three (3) nor more than seven (7). The names of the persons who are to be the initial directors of the

corporation until their successors are nominated and appointed as provided in the By-Laws are: Peter S. Holton, Roy Alvarez, Joji Todd, Bart Osborn and Peter Mooney.

## **ARTICLE VIII**

### By-Laws

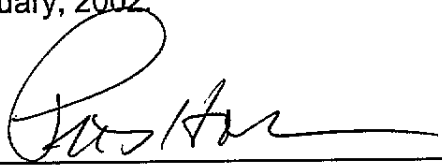
The first By-Laws shall be made by the Incorporator. All alterations or revisions of the By-Laws shall be made by the directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

## **ARTICLE IX**

### Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 25<sup>th</sup> day of January, 2002.

  
\_\_\_\_\_  
Peter S. Holton, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Panthers Baseball, Inc., desiring to organize under the laws of the State of Florida as a corporation not-for-profit, with its Registered Office as indicated in the Articles of Incorporation c/o Peter S. Holton, 505 S. Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, has named Peter S. Holton as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Peter S. Holton