

Charter Number Only

NO200003460

Emilio C. Pastor.

Requestor's Name

255 University Dr.

Address

Miami FL 33134

City

State

ZIP

Phone

VALIDATION ONLY

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-04/19/02--01020--010

*****78.75 *****78.75

CORPORATION(S) NAME

KENDALL ALL STAR BASEBALL TEAM CORP

() Profit
(☒) NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

(☒) Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

(☒) Walk In

() Will Wait

() Pick Up

() Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

RECEIVED
02 APR 19 AM 9:20
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE FLORIDA
02 MAY -8 PM 1:00



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 2002

EMPIRE

MIAMI, FL

SUBJECT: KENDALL ALLSTAR BASEBALL TEAM, CORP.
Ref. Number: W02000011133

We have received your document for KENDALL ALLSTAR BASEBALL TEAM, CORP.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 902A00023651

RECEIVED
02 MAY - 3 AM 9:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 2002

EMPIRE

MIAMI, FL

SUBJECT: KENDALL ALLSTAR BASEBALL TEAM, CORP.
Ref. Number: W02000011133

RECEIVED
02 MAY -8 AM 10:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

You failed to make the correction(s) requested in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 102A00027743

ARTICLES OF INCORPORATION
OF
KENDALL ALLSTAR BASEBALL TEAM, CORP.

FILED
02 MAY -8 PM 1:00
TALLAHASSEE FLORIDA
SECRETARY OF STATE

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a not for profit corporation under Chapter 617 of the Florida Statutes, and under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be **KENDALL ALLSTAR BASEBALL TEAM, CORP.**

ARTICLE II

The general nature of the business to be transacted by this not for profit corporation is to acquire and receive donations, or otherwise monetary contributions to a baseball team, and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell,

convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501© (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170©(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, disposes of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or

organizations under Section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 255 University Drive, Coral Gables, Fl 33134. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE IV

DIRECTORS

This corporation shall have no less than three (3) directors initially. The number of directors may be increased from time to time, by by-laws adopted by the stockholders.

ARTICLE V

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Eduardo Santamaria, 15266 S.W. 170th Terrace, Miami, Fl 33187
Ernesto Abreu, 11922 S.W. 136th Place, Miami, Fl 33186
Ed Portal, 10502 S.W. 144 Court, Miami, Fl 33186

The initial Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VI

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of Board.


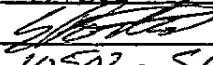
It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VII

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

INCORPORATORS

The names and addresses of the Incorporators of these Articles of Incorporation shall be: Eduardo Santamaria, 15266 S.W. 170th Terrace, Miami, FL 33186, Ed Portal, 10502 S.W. 144 Court, Miami, FL 33186, and Ernesto Abreu, 11922 S.W. 136 Place, Miami, FL 33186.

<u> ERNESTO ABREU</u>	<u>04/24/02</u>
<u>11922 SW 136 PL. MIAMI, FL 33186</u>	
<u> Ed Portal</u>	<u>04/24/02</u>
<u>10502 S.W. 144 CT MIAMI FL 33186</u>	
<u>Eduardo Santamaria Eduardo Santamaria</u>	<u>04/24/02</u>
<u>15266 S.W. 170 Terr Miami, FL 33186</u>	

ARTICLE VIII

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the By-laws.

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared, EDUARDO SANTAMARIA, Ernesto Abreu, and Ed Portal, to me known to be the persons described as incorporators and subscribers herein, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal, in the County and States named above, this 24th day of April, 2002.



Notary Public, State of Florida

My commission expires:

Idalmis Pedraza
My Commission CC867610
Expires August 30, 2003



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

KENDALL ALLSTAR BASEBALL TEAM, CORP.

HAVING BEEN NAMED AS REGISTERED AGENT, AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



EMILIO C. PASTOR, REGISTERED AGENT

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared, EMILIO C. PASTOR, to me known to be the person described as Registered Agent, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and seal, in the County and States named above, this 17 day of April, 2002.

NOTARY PUBLIC - STATE OF FLORIDA
JENNIFER K. SARDINA
COMMISSION # CC827653
EXPIRES 5/24/2003
BONDED THRU ASA 1-888-NOTARY1


Notary Public, State of Florida

My commission expires:

FILED
02 MAY -8 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA