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**Sullivan & Garner, LLP** ATTORNEYS at LAW

A Limited Liability Partnership  
including Prof. Assoc.

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**EFFECTIVE DATE**

5-6-02

May 6, 2002

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700005492007--2  
-05/08/02--01047--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Naples Fastpitch Softball, Inc.  
A Not for Profit Corporation

Dear Sir or Madame:

Enclosed you will find two originals of the Articles of Incorporation for Naples Fastpitch Softball, Inc., a not for profit corporation.

**Please note the effective date in Article III of May 6, 2002.**

Please file this document as provided by law and return to the undersigned the enclosed copy as well as the Certificate of Incorporation.

Also enclosed is a check in the amount of \$78.75 representing the filing fee for this incorporation.

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

Very truly yours,

  
John A. Garner

JAG/

Enclosures

c: Albert Doria, Jr.

**Articles of Incorporation**  
**of**  
**Naples Fastpitch Softball, Inc.**

**ARTICLE I**  
**CORPORATE NAME**

**EFFECTIVE DATE**  
5-06-02

The name of this Corporation shall be **Naples Fastpitch Softball, Inc.** and shall be a not for profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a not for profit corporation by the provisions of the Florida Not For Profit Corporation Act.

**ARTICLE II**  
**CORPORATE PURPOSES**

A. The nature of the Corporation and the objects and purposes for which it is organized are to organize and operate youth sports programs, specifically girl' s fastpitch softball; and to engage in any other lawful purpose or purposes not for pecuniary profit.

B. Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in paragraph A of this Article. Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distributions of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of the State of Florida.

**ARTICLE III**  
**EFFECTIVE DATE**

Pursuant to the provisions of §617.0203, Florida Statutes, the effective date of this corporation shall be May 6, 2002.

**ARTICLE IV**  
**ELECTION OF DIRECTORS**

The Directors of this Corporation shall be elected as provided for in the bylaws of the Corporation.

## **ARTICLE V INCORPORATOR**

The name and address of the incorporator of this Corporation are as follows:

John A. Garner  
Suite 303  
800 Laurel Oak Drive  
Naples, Florida 34108

## **ARTICLE VI REGISTERED OFFICE AND PRINCIPAL OFFICE**

The initial registered office of the Corporation shall be located at Suite 303, 800 Laurel Oak Drive, Naples, Florida 34108. The initial registered agent of the Corporation at that address shall be John A. Garner.

The address of the principal office of the Corporation shall be Suite 107, 3227 S. Horseshoe Drive, Naples, Florida 34104.

## **ARTICLE VII CORPORATE RESTRICTIONS**

A. Subject to the restrictions and limitations hereinafter set forth, the Corporation will use and apply the whole or any part of its income and its principal exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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

D. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(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(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

I. 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations 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(c)(3) of the Internal Revenue Code (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 the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.


IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation, this 6<sup>th</sup> day of May, 2002.

  
John A. Garner, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

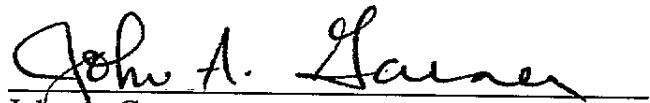
IN COMPLIANCE WITH SECTION 48.091, AND SECTION 617.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT, Naples Fastpitch Softball, Inc. desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at Suite 107, 3227 S. Horseshoe Drive,  
Naples, Florida 34104, has named John A. Garner, located at Suite 303, 800 Laurel Oak Drive,  
Naples, Florida 34108, as its agent to accept service of process within Florida.

  
John A. Garner, Incorporator

Dated: 5/6, 2002

Having been named to accept service of process for the above-stated corporation, at the  
place designated in this Certificate, John A. Garner hereby agrees to comply with the provisions of  
all statutes relative to the proper and complete performance of its duties.

  
John A. Garner

Dated: 5/6, 2002