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FLORIDA NON-PROFIT CORPORATION**CRUSH BASEBALL, INC.**

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**ARTICLES OF INCORPORATION
OF
CRUSH BASEBALL, INC.**

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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME AND ADDRESS

The name of this corporation shall be:

CRUSH BASEBALL, INC.

The initial principal office of this corporation shall be located at 9331 Adamo Drive, Suite 200, Tampa, Florida 33619, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 2

Purposes

(a) This corporation is organized and shall be operated exclusively to engage in the establishment and operation of a youth baseball team and fund raising activities in support thereof. It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific or educational purposes either directly or by contributions to organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, and the regulations thereunder.

(b) No part of the net earnings of this corporation shall inure to the benefit of any member, Director, officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of

Prepared and filed by:
Charles H. Carver, Esq.
Ward, Rovell & Van Eepoel, P.A.
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Florida Bar No. 796638

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its purposes), and no member, Director, officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this 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) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify for the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, and the regulations issued thereunder; and no member, Director, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE 3**POWERS**

This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this corporation is organized.

ARTICLE 4**MEMBERSHIP AND ADMISSION**

There shall be no members of this corporation.

ARTICLE 5**DURATION**

This corporation shall have perpetual existence.

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ARTICLE 6

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Charles H. Carver, Esq. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Charles H. Carver	101 East Kennedy Blvd. Suite 4100 Tampa, Florida 33602

ARTICLE 8

OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by the Board of Directors and by officers who shall be elected annually by the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the by-laws of this corporation. Any person may hold two or more offices. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be provided in the by-laws.

The number of Directors shall not be less than three, but may be any number in excess thereof and shall be determined by the Board of Directors. Any vacancy on the Board of Directors shall be filled for the unexpired portion of that term by the Board of Directors then serving. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

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ARTICLE 9

DIRECTORS

The initial members of the Board of Directors of this corporation shall consist of the following members, who shall hold office until their successors have been duly elected and qualify:

<u>Name</u>	<u>Address</u>
James W. Lewis, Jr.	9331 Adamo Drive Suite 200 Tampa, Florida 33619
Leonard J. Moore	9331 Adamo Drive Suite 200 Tampa, Florida 33619
John W. Kalas	9331 Adamo Drive Suite 200 Tampa, Florida 33619

ARTICLE 10

BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 11

AMENDMENT OF ARTICLES OF INCORPORATION

The by-laws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of this corporation present at any meeting of the Board of Directors duly called and convened.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 22nd day of August, 2002


CHARLES H. CARVER

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CRUSH BASEBALL, INC.

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **CHARLES H. CARVER**, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 22nd day of August, 2002.


CHARLES H. CARVER

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