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TALLAHASSEE FLORIDA

g 11/15/02

Miami Beach Baseball Booster Club, Inc.
2420 NW 176 Terrace
Miami, FL 33056

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2002 NOV 13 PM 3:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 25, 2002

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

RE: **MIAMI BEACH BASEBALL BOOSTER CLUB, INC.**

Dear Sirs,

Please find a check for \$78.00 which includes the filing and certified copy fees for the **MIAMI BEACH BASEBALL BOOSTER CLUB, INC.** Articles of Incorporation. Please return the copy to:

MIAMI BEACH BASEBALL BOOSTER CLUB, INC.
C/O Philip Shenkman, C.P.A., P.A.
12515 North Kendall Drive
Suite # 314
Miami, FL 33186

Sincerely,



MARIA CASTELLANO

JS/kg
enclosures

ARTICLES OF INCORPORATION

OF

MIAMI BEACH BASEBALL BOOSTER CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, for the purposes of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

MIAMI BEACH BASEBALL BOOSTER CLUB, INC.

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is C/O Maria Castellano, 7235 N.W. 4th Street, Miami, Florida 33126.

ARTICLE III

NO MEMBERS OR STOCK

This Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not have stock or issue shares of stock.

ARTICLE IV
NOT FOR PROFIT

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any private person, except to the extent permissible under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein. 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 shall be distributable to or for the benefit of its members, except to the extent permissible under law and under Section 501(c)(3) of the Code.

ARTICLE V
DURATION

The duration of the Corporation is perpetual.

ARTICLE VI
PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. Athletic Baseball Club
2. To exercise all the powers conferred by law upon corporations not for profit, to the extent that such powers are not in conflict with the purposes of the Corporation.
3. To operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Code or corresponding provisions of any future United States internal revenue law.

4. To contract and be contracted with, and to sue and be sued.
5. To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.
6. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the state of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.
7. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
8. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.
9. This Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c) (3) of the Code or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code or any other corresponding provision of any future United States internal revenue law.

ARTICLE VII

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a board of Directors. The number of directors constituting the initial Board of Directors is four. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Bylaws may provide for ex-officio and honorary directors and their rights and privileges. The initial directors are elected by the

Incorporator. Thereafter, each Director shall be elected by a majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws.

ARTICLE VIII

INCORPORATOR

The name and address of the sole Incorporator of the Corporation is as follows:

MARIA CASTELLANO

7235 N.W. 4TH STREET, MIAMI, FL 33126

ARTICLE IX

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 a majority vote of the board of Directors.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of the Corporation is:

MARIA CASTELLANO

7235 N.W. 4TH STREET, MIAMI, FL 33126

ARTICLE XII

In the event of 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 such organizations which are exempt under Section 501(c) (3) of the Code and are engaged in activities of the type described in Article 6 above, 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 said court shall determine, which are organized and operated exclusively for such purposes.

N WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25TH day of October 2002.

✓ Maria Castellano
MARIA CASTELLANO

STATE OF FLORIDA
COUNTY OF

EXECUTION OF the foregoing instrument was acknowledged before me this 25th Day of OCTOBER, 2002, by MARIA J. CASTELLANO, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take the oath.

Description of identification produced: Personally Known

✓ Deane Aruco
NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: Irene Aruco
COMMISSION NO: DD145654 MY COMMISSION # DD145654 EXPIRES
October 1, 2006
COMMISSION EXP. DATE: BONDED THRU TROY FAIR INSURANCE INC.
Notary Name/Commission Number/Exp. Date - Type or Printed



The undersigned hereby accepts designation as Registered Agent of the Corporation.

✓ Maria Castellano
MARIA CASTELLANO

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TALLAHASSEE FLORIDA