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WRITER'S DIRECT FACSIMILE: (904) 353-1673

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April 2, 2003

***VIA FEDERAL EXPRESS***

Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Northeast Florida Girls Softball, Inc.

Ladies and Gentlemen:

On behalf of Northeast Florida Girls Softball, Inc., a corporation not for profit, enclosed are an original and one copy of the Articles of Incorporation for filing with the Secretary of State of the State of Florida. Also enclosed is a check in the amount of \$87.50 to cover the filing fee, the registered agent designation fee, the certified copy fee and the fee for a certificate of status. Once filed, please send the certified copy to my attention at the above address.

Please do not hesitate to call if you have any questions concerning this filing.

Sincerely,

  
Pamela K. Phillips

Enclosures

**Articles Of Incorporation  
of  
NORTHEAST FLORIDA GIRLS SOFTBALL, INC.  
(A Corporation Not For Profit)**

REC'D  
03 APR -8 PM 1:02  
FBI  
JACKSONVILLE  
FLA

**ARTICLE I  
CORPORATE NAME**

The name of this not for profit corporation is Northeast Florida Girls Softball, Inc. (the "Corporation").

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PRINCIPAL OFFICE**

The address of the principal office is Gonzalez Park, 221 10<sup>th</sup> Street North, Jacksonville Beach, Florida, 32250 and the mailing address of the Corporation is 14289-19 Beach Boulevard #202, Jacksonville, Florida 32250.

**ARTICLE IV  
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) and not more than seven (7) persons. The number of members of the initial Board of Directors shall be (3). The number of members of the Board of Directors may be decreased or increased from time to time in accordance with the Bylaws of the Corporation. The manner in which the Directors are to be elected or appointed shall be stated in the Corporation's Bylaws.

The names and addresses of the initial directors are as follows:

John Baxter  
606 16<sup>th</sup> Avenue North, Jacksonville Beach, Florida 32250

James Greek  
12382 Blue Stream Drive, Jacksonville, Florida 32224

James Paris  
3564 Sanctuary Way South, Jacksonville Beach, Florida 32250

## **ARTICLE V GENERAL AND SPECIFIC PURPOSES**

The charitable purposes of the Corporation are:

(a) to receive contributions, donations and other gifts and grants of cash, assets, property, services or otherwise, including (without limitation) those designated for specified projects or programs, such designation to be made either by the donor, contributor or grantor or by the Board of Directors of the Corporation, relating to girls softball programs in general and/or the Northeast Florida Girls Softball league (the "League") and their use of Wingate and Gonzales Park in Jacksonville Beach, Florida (the "Parks"), in particular;

(b) to apply for and receive grants, awards, gifts and other funds from foundations and other persons or entities to be used by the League and/or the Parks for research, educational, conservation and/or public recreational purposes as the Board of Directors of the Corporation deem appropriate;

(c) to utilize monies that are undesignated as to use as well as monies that are designated for specified projects or programs of the League, such designation to be made by the donors or contributors or by the Board of Directors of the Corporation; and

(d) to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act but not for pecuniary profit, provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval of any state regulatory or governmental body without such consent or approval first being obtained; and provided, further, that, notwithstanding any other provision of these Articles of Incorporation, the League is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code..

## **ARTICLE VI INUREMENT**

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, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VII REGISTERED AGENT AND OFFICE**

The address of the Corporation's registered office shall be 1104 4<sup>th</sup> Avenue North, Jacksonville Beach, Florida 32250, and the name of its registered agent at said address shall be Dee F. Hargett.

## **ARTICLE VIII OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person.

## **ARTICLE IX INCORPORATOR**

The name and address of the Incorporator is Pamela K. Phillips, Esq., 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202.

## **ARTICLE X STOCK**

The Corporation shall be organized on a nonstock basis.

## **ARTICLE XI MEMBERSHIP**

The qualifications for members and the manner of their admission shall be regulated by the Corporation's Bylaws.

## **ARTICLE XII BYLAWS**

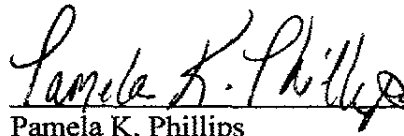
The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

## **ARTICLE XIII DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of March, 2003.

A handwritten signature in cursive script, reading "Pamela K. Phillips", written over a horizontal line.

Pamela K. Phillips  
Incorporator

JK208771

**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, Florida Statutes, the following is submitted:

That **Northeast Florida Girls Softball, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville Beach, State of Florida, has named Dee F. Hargett of 1104 4<sup>th</sup> Avenue North, Jacksonville Beach, Florida 32250, as its agent to accept service of process within Florida.

Pamela K. Phillips  
Pamela K. Phillips  
Incorporator

Mar 31, 2003  
Date

03 APR -3 PM 1:02  
RECEIVED  
TALLAHASSEE  
STATE  
FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I, Dee F. Hargett, do 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 these duties.

Dee F. Hargett  
Dee F. Hargett

3/31/03  
Date