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03 JUL -2 PM 2:58

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Orlando Wildcats, Inc.

Signature _____

Requested by: _____

Name _____

Date 7/2/03

Time 3:50

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

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____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

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____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 3, 2003

CAPITAL CONNECTION, INC.

SUBJECT: ORLANDO WILDCATS, INC.
Ref. Number: W03000019035

We have received your document for ORLANDO WILDCATS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

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) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 203A00040000

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

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03 JUL 10 PM 1:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 JUL -2 PM 2:58
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Articles of Incorporation Of Orlando Wildcats, Inc.
A Florida Nonprofit Corporation

Article 1. Name. The name of the Corporation is: Orlando Wildcats, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the Corporation is as follows:

A. This Corporation is a not-for-profit business entity organized under Chapter 617, Fla. Stat., and applicable federal laws. See Article II, below. It is not organized for the private gain of any person. The specific purposes of this Corporation are to teach athletes between the ages of 8 - 18 the fundamentals of fastpitch softball, and the positive attitudes and leadership qualities as promoted and demonstrated by good sportsmanship.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations; provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code; and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers. The Corporation shall be authorized and empowered to pay reasonable compensation to the people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall not have Voting Members. The Bylaws may provide for Nonvoting Members of one or more classes, these Members of whom shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

Article 5. Initial Registered Agent and Office. The initial registered agent is Hector L. Martinez, CPA, and the initial registered office 1640 Lee Road, Winter Park, Florida 32789.

Article 6. Initial Board of Directors. The initial Board of Directors shall have three (3) members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Mark Preeschl	3121 Cambria Court, Orlando, FL 32825
Patrick M. Schneider	3121 Cambria Court, Orlando, FL 32825
James E. White	3121 Cambria Court, Orlando, FL 32825

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three (3).

Article 7. Officers. The Corporate officers shall consist of a President, Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President:	Mark Preeschl	3121 Cambria Ct., Orlando, FL 32825
Vice President:	James E. White	3121 Cambria Ct., Orlando, FL 32825
Secretary:	Patrick M. Schneider	3121 Cambria Ct., Orlando, FL 32825
Treasurer:	Mark Preeschl	3121 Cambria Ct., Orlando, FL 32825

Article 8. Incorporators. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Mark Preeschl	3121 Cambria Ct., Orlando, FL 32825

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

Article 10. Corporate Address. The street address of the Corporation's initial principal office is 3121 Cambria Court, Orlando, Florida 32825.

Article 11. Purpose of the Corporation. This Corporation is organized exclusively for one or more of the purposes specified in § 501 (c) (3) of the Internal Revenue Code (IRC), including the making of distributions to organizations that qualify as exempt organizations under § 501 (c) (3), or the corresponding section of any future federal tax code.

Article 12. Prohibition Against Private Inurement. No part of the Corporation's net earnings shall inure to the benefit of or be distributable to its Members, Directors, Officers, or other private persons, except that the Corporation is authorized to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Article 13. Compensation Restriction. Any salaries or wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided to the Corporate associates, Directors, or Officers shall not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment, and with the compensation ordinarily paid to persons with similar positions or duties.

Article 14. Limitations on Activities. A. No substantial part of the Corporate activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by § 501 (h), IRC]; and the Corporation shall not participate 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.

B. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under § 501 (c)(3), IRC or by a Corporation whose contributions to which are deductible under § 170 (c)(2), IRC, or the corresponding provision of any future United States federal tax law.

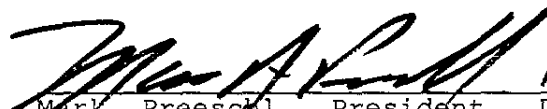
Article 15. Dissolution. In the event of the Corporation's dissolution, its assets remaining after payment or the provision for payment of all Corporate debts and liabilities shall be distributed and remitted to one or more organizations that are also exempt as organizations described in §§ 501 (c)(3), 170 (c)(2), IRC, the corresponding sections of any prior or future federal tax law, or to the federal, State, or local government for exclusive public purposes.

Article 16. Private Foundation Requirements and Restrictions. In any taxable year in which the Corporation is acting as a private foundation as described in § 509 (a), IRC, the Corporation, a) shall distribute its income for that period at such time and manner so as not to subject it to tax under § 4942, IRC; b) shall not engage in any act of self-dealing as defined in § 4941 (d), IRC; c) shall not retain any excess business holdings as defined in § 4943, IRC; d) shall not make any investments in such manner as to subject the Corporation to tax under § 4944, IRC; and e) shall not make any taxable expenditures as defined in § 4945 (d), IRC.

Article 17: Indemnification. The Corporation shall indemnify and pay the litigation and attorney costs for any Corporate Director or Officer who is successful in the defense of any proceeding to which the Director or Officer was a party. The Corporation may indemnify an individual (made a party to a proceeding because the individual is or was a Director, Officer, associate, or agent of the Corporation) against liability after a determination is made, in the manner required by the Board of Directors, that that person's indemnification is permissible in the circumstances. Such indemnification shall apply when such persons are serving at the Corporation's request while a Director, Officer, associate, or agent of the Corporation. The Corporation also may pay for or reimburse the reasonable litigation and attorney fees and expenses incurred by a Director, Officer, associate, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Officer, associate, or agent of the Corporation, regardless of whether the Corporation would have the power to indemnify the individual

against the same liability under law. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of litigation and attorney fees and expenses to any person who is or was a Director, Officer, associate, or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause, or sentence of these present indemnification provisions regarding the advancement of the litigation and attorney fees or expenses is held to be invalid as contrary to law or public policy, it shall be severable, and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director," "Officer," "associate," and "agent" shall include the successors heirs, estates, executors, administrators, and personal representatives of all such persons.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 30 day of June, 2003.

 Pres.
Mark Preeschl, President, Director,
and Incorporator

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of § 617.0501, Fla. Stat., the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Orlando Wildcats, Inc.
2. The name and address of the registered agent and office is:

Hector L. Martinez, CPA
1640 Lee Road
Winter Park, Florida 32789

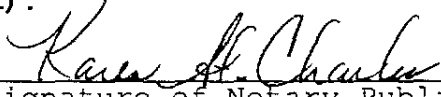
Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Hector L. Martinez, CPA
Title: Registered Agent

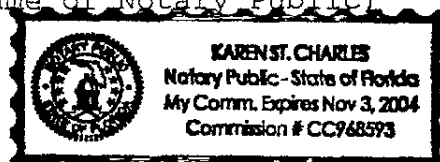
Date: 27 June, 2003

State of Florida
County of Orange

The foregoing instrument was acknowledged before me this 27th day of June, 2003, by Hector L. Martinez, CPA, who is personally known, or produced identification _____
(type of identification produced).


(Signature of Notary Public - State of Florida)

Karen St. Charles
(Print, Type, or Stamp Commissioned Name of Notary Public)



JUL - 2 PM 2:58
STATE OF FLORIDA
SECRETARY OF STATE