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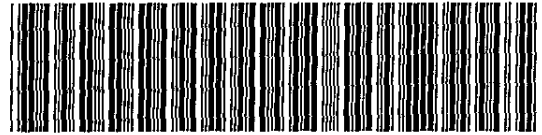
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WALTERS  
LEVINE  
BROWN  
KLINGENSMITH  
& THOMISON P.A.  
ATTORNEYS AT LAW

August 14, 2003

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

ELINOR E. BAXTER  
JOHN E. BROWN\*  
CINDY H. FORD  
ALAN F. GONZALEZ, L.L.M.  
H. JACK KLINGENSMITH  
STUART JAY LEVINE  
JAMES E. THOMISON\*\*\*  
JOEL W. WALTERS\*\*\*\*†

\* Board Certified Real Estate Attorney  
\*\*\* Board Certified Health Law Attorney  
\*\*\*\* Certified Circuit Court Mediator  
† Board Certified Business Litigation Att.

EMAIL:

**Re: Non-Profit Articles of Incorporation of Manasota 2 Meteors  
Our Client No.**

Dear Sir/Madam:

Enclosed for filing are original Non-Profit Articles of Incorporation for the above entity. Our check in the amount of \$78.70 is enclosed, representing the filing fee, registered agent fee, and fee for one certified copy. After the Articles have been filed, please return our certified copy in the self-addressed stamped envelope enclosed.

Should you have any questions concerning the enclosed, please do not hesitate to contact my office.

Very truly yours,

WALTERS LEVINE BROWN  
KLINGENSMITH & THOMISON, P.A.

  
ALAN F. GONZALEZ, ESQUIRE

AFG/jaw

Enclosures

cc: Jeff Peairs, President  
Darren Howard, Vice President  
Phil Van Brandt, Vice President  
Stuart J. Levine, Secretary  
Jim Rolfes, Treasurer

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**ARTICLES OF INCORPORATION**  
**OF**  
**MANASOTA 2 METEORS, INC.**

The undersigned subscribers to these Articles of Incorporation, a majority of whom are citizens of the United States, and natural persons competent to contract, hereby form a Not-For-Profit Corporation under the Not-For-Profit Laws of the State of Florida, specifically Chapter 617, Florida Statutes.

**ARTICLE I.**  
**Name**

The name of the Corporation shall be:

**MANASOTA 2 METEORS, INC.**

**ARTICLE II.**  
**Duration**

The duration of the Corporation is perpetual.

**ARTICLE III.**  
**Purposes**

The purposes of the Corporation are as follows:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific organization and operation of this Corporation is for the following purposes:

1. To create, maintain and support an AAU baseball team for youth age eleven (11) and under in the Sarasota area. It is the intent of this corporation to finance and organize a youth baseball league with teams authorized by age group governed by AAU rules in the Sarasota area.

B To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by non-profit 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, or other private persons, but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose. 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, 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.

D. The Corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code.

G. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV.** **Dissolution**

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.

#### **ARTICLE V.** **Members**

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of the members of the Corporation. The bylaws may provide for Non-voting Members of one or more classes, who 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. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
JEFF PEAIRS	1515 Ringling Blvd. #900, Sarasota, FL 34236
JIM ROLFES	"
DARREN HOWARD	"
PHIL VAN BRANDT	"
STUART J. LEVINE	"

**ARTICLE VI.**  
**Initial Registered Agent, Principal Office and Mailing Address**

The initial registered agent is **STUART J. LEVINE**, and the initial registered office is: 1515 Ringling Blvd. #900, Sarasota, FL 34236. The principal office and mailing address of the Corporation is: 1515 Ringling Blvd. #900, Sarasota, FL 34236.

**ARTICLE VII.**  
**Initial Board of Directors**

The initial Board of Directors shall have four members whose names and addresses are:

<u>Name</u>	<u>Address</u>
JEFF PEAIRS	1515 Ringling Blvd. #900, Sarasota, FL 34236
JIM ROLFES	"
DARREN HOWARD	"
PHIL VAN BRANDT	"
STUART J. LEVINE	"

The Board of Directors of this Corporation shall consist of not less than five (5) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the

members or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, who shall be elected as provided in the bylaws and who may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, 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. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this corporation may remove any director from office at any time with or without cause.

**ARTICLE VIII.**  
**Officers**

The officers of the Corporation shall consist of a President, Two (2) Vice-Presidents, 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 of each initial officer of the Corporation is as follows:

<b><u>Title</u></b>	<b><u>Name</u></b>
<b>President</b>	<b>JEFF PEAIRS</b>
<b>Vice-President</b>	<b>DARREN HOWARD</b>
<b>Vice-President</b>	<b>PHIL VAN BRANDT</b>
<b>Treasurer</b>	<b>JIM ROLFES</b>
<b>Secretary</b>	<b>STUART J. LEVINE</b>

**ARTICLE IX.**  
**Incorporators**

The names and addresses of the incorporators of this Corporation are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
STUART J. LEVINE	1515 Ringling Blvd. #900, Sarasota, FL 34236

**ARTICLE X.**  
**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 XI.**  
**Bylaws**

(a) 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; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of



these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE XII**  
**Amendment of Articles of Incorporation**

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this Corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the Directors present at such meeting.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to these Articles of Incorporation on this 14 day of Aug., 2003.


  
\_\_\_\_\_  
STUART J. LEVINE  
INCORPORATOR

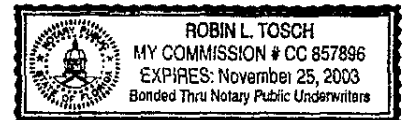
I, **STUART J. LEVINE**, hereby am familiar with the obligations and accept, the duties and responsibilities as Registered Agent for **MANASOTA 2 METEORS, INC.**, a Florida not-for-profit corporation.

  
\_\_\_\_\_  
STUART J. LEVINE  
Registered Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was subscribed to before me on this 14 day of  
Aug., 2003, by **STUART J. LEVINE**, who is personally known to me or who  
has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC



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