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11/7/03

**TRANSMITTAL LETTER**

**FILED**  
2003 NOV -7 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**SUBJECT: MERIDIAN PARK LITTLE MAJOR LEAGUE (LML), BASEBALL, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Brenda Tune, Treasurer  
Name (Printed or Typed)  
8969 Winged Foot Drive  
Address  
Tallahassee, Florida 32312  
City, State & Zip  
(850) 668-1048  
Daytime Telephone Number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
MERIDIAN PARK LITTLE MAJOR  
LEAGUE BASEBALL, INC.**

In compliance with Chapter 617, F.S., (Not for Profit)

2003 NOV -7 PM 2: 25

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE ONE  
NAME**

The name of the corporation shall be MERIDIAN PARK LITTLE MAJOR LEAGUE  
BASEBALL, INC.

**ARTICLE TWO  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be:

Business: Meridian Park Little Major League Baseball, Inc.  
8969 Winged Foot Drive  
Tallahassee, Florida 32312

Mailing: Meridian Park Little Major League Baseball, Inc.  
8969 Winged Foot Drive  
Tallahassee, Florida 32312

**ARTICLE THREE  
PURPOSE**

The purpose for which this corporation is organized is to develop and manage recreational and competitive baseball activities for youth under the age of 18 residing in Tallahassee (Leon County) and surrounding counties. The primary goal of Meridian Park Little Major League Baseball, Inc., as a qualified amateur sports organization, is to foster national amateur athletic competition by preparing youth for baseball competition on local and regional levels. As a not-for-profit entity, Meridian Park Little Major League Baseball, Inc. shall exclusively utilize funds received through fees, donations, fundraisers, and other contributory means in accordance with section 501 (c) (3) of the Internal Revenue Code, to facilitate opportunities for local youth to develop necessary skills for amateur recreational and competitive baseball. Specifically, the organization shall:

1. Promote, encourage, and improve the standard of amateur baseball;

2. Instill the values of teamwork, sportsmanship, and self-confidence in all youth participating in Meridian Park Little Major League Baseball, Inc. activities;
3. Facilitate regional amateur baseball competition in cooperation with other little major league baseball organizations;
4. Provide opportunities for economically disadvantaged youth to participate in baseball and skills instruction activities through reduced fees or fee waivers;
5. Conduct an amateur baseball program consistent with the rules and regulations of regional, state, and national amateur baseball associations of the United States; and
6. Perform or participate in other activities that will aid in reaching these objectives.

#### **ARTICLE FOUR PROHIBITIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 aforementioned purposes of the corporation. 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 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 are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE FIVE 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 Leon County, Florida, 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 SIX**  
**BOARD OF DIRECTORS**

The business and affairs of the corporation shall be conducted, managed and controlled by the Board of Directors. The Board shall consist of at least five (5) members and may be extended by four (4) additional directors upon 2/3 vote of the Board. The Board shall be comprised of active members who are at least 18 years of age pursuant to requirements specified in the Meridian Park Little Major League Baseball, Inc. By-Laws.

**ARTICLE SEVEN**  
**MANNER OF ELECTION**

Directors shall be elected, by a vote of active members, at the organization's Annual Meeting to a term of one (1) year. A Director may succeed him/herself for one (1) additional term in the same position, and be elected to the Board for a maximum of three (3) consecutive terms in any Director position. When a position is vacant due to resignation or expulsion of a Director, the Board of Directors shall appoint an active member of Meridian Park Little Major League Baseball, Inc. to serve the remainder of the position's term. The number of Board positions open for election at any Annual Meeting may not be less than one third of the total number of elected Directors. The number of nominees must exceed the number of positions open for election by at least fifty (50) percent.

**ARTICLE EIGHT**  
**INITIAL DIRECTORS/OFFICERS**

The names and addresses of the initial Board of Directors are:

Paul Kessling, President  
2119 Doral Drive  
Tallahassee, Florida 32312

Charles Zino, First Vice-President  
6323 Pickney Hill  
Tallahassee, Florida 32312

Holt Sanders, Second Vice-President  
2032 Chimney Swift Hollow  
Tallahassee, Florida 32312

Liz Nogowski, Secretary  
7833 MacClean Road  
Tallahassee, Florida 32312

Brenda Tune, Treasurer  
8969 Winged Foot Drive  
Tallahassee, Florida 32312

John Nogowski, Player Agent  
7833 MacClean Road  
Tallahassee, Florida 32312

**ARTICLE NINE**  
**INDEMNIFICATION**

No director shall be liable in any manner for any debts or obligations of Meridian Park Little Major League Baseball, Inc. and shall not be subject to any manner of assessment by virtue of his or her membership. The corporation shall have power to indemnify any person who was or is party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation.

**ARTICLE TEN**  
**MEMBERS**

The corporation shall be a membership corporation without certificates or shares of stock. Members shall include parents, step-parents, guardians, or other persons responsible for the custody and care of children participating in Meridian Park Little Major League Baseball, Inc. activities. To be considered "active" each member must have 1) at least one child actively participating in baseball activities and 2) paid or arranged for payment of all applicable fees for the child's activities during the term of membership, which is the fiscal year of Meridian Park Little Major League Baseball, Inc.

**ARTICLE ELEVEN**  
**AMENDMENTS**

These ARTICLES may be amended as provided by section 617.1002, Florida Statutes, or corresponding section of any future statutes, provided no amendment shall be in conflict with section 501 (c) 3 of the Internal Revenue Code, as amended from time to time, or applicable Florida law governing the rights of tax-exempt and non-profit organizations.

**ARTICLE TWELVE**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

Brenda Tune  
8969 Winged Foot Drive  
Tallahassee, Florida 32312

**ARTICLE THIRTEEN  
INCORPORATOR**

The powers of the incorporator listed below are to terminate upon filing of the Articles of Incorporation with the Florida Department of State, Division of Corporations.

Darran M. Duchene  
5712 Braveheart Way  
Tallahassee, Florida 32317

\*\*\*\*\*

***Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.***

Brenda V. June  
Signature/Registered Agent

11-7-03  
Date

Darran M. Duchene  
Signature/Incorporator

11-7-03  
Date

FILED  
2003 NOV -7 PM 2:25  
FLORIDA  
TALLAHASSEE