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DIVISION OF CORPORATION

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida Fastpitch Association Inc

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Name _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

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Articles of Incorporation Of Florida Fastpitch Association, Inc.,
A Florida Nonprofit Corporation

Article 1. Name. The name of the Corporation is: Florida Fastpitch Association, 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 purpose of this Corporation is to encourage and foster the Members and participants' interest in competitive sports, and especially fastpitch softball and its associated recreational activities.

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, however, 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 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 Members of the Corporation. 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. The name and address of each initial Voting Member is as follows:

Michael R. Eastman

1951 Mohican Trail
Maitland, FL. 32751

Ivan Valdes

1034 Silver Palm Lane
Maitland, FL. 32751

Mike Griffin

210 Pembroke Pl.
Longwood, FL. 32779

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Dave Occhialini

2115 Cree Trail
Casselberry, FL. 32707

Richard Knaus

317 Oak Hill Drive
Alta. Springs, FL. 32701

Article 5. Initial Registered Agent and Office. The initial registered agent is Michael Eastman, and the initial registered office is 7457 Aloma Avenue, Ste. 202, Winter Park, FL, 32792.

Article 6. Initial Board of Directors. The initial Board of Directors shall have five(5) Members whose names and addresses are:

Michael R. Eastman

1951 Mohican Trail
Maitland, FL. 32751

Ivan Valdes

1034 Silver Palm Lane
Maitland, FL. 32751

Mike Griffin

210 Pembroke Pl.
Longwood, FL. 32779

Dave Occhialini

2115 Cree Trail
Casselberry, FL. 32707

Richard Knaus

317 Oak Hill Drive
Alta. Springs, FL. 32701

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, (initially, Michael Eastman), Vice Presidents, (initially, Glenn Stahl, VP, Seniors; and Sandy Stevens, VP, Sting), Secretary (initially, Michael Eastman), and Treasurer (initially, Richard Knaus). 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.

Article 8. Incorporators. The names and addresses of the incorporator is Michael R. Eastman, 1951 Mohican Trail, Maitland, FL. 32751.

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 and mailing address is 7457 Aloma Avenue, Ste. 202, Winter Park, Fl, 32792.

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, for the purpose of forming a Corporation pursuant to the General and Nonprofit Corporation Laws of the State of Florida, do execute this document on this 23rd day of December, 2003.

I am familiar with and accept designation as registered agent, and agree to act in this capacity, and to perform all obligations of this position.

Florida Fastpitch Association, Inc.

By: _____

Michael Eastman, Incorporator, Registered Agent, Director, Officer

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