

Division of Corporations

# N04000000651

Florida Department of State  
Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

the everglades baseball booster club, inc.

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**ARTICLES OF INCORPORATION  
OF  
THE EVERGLADES BASEBALL BOOSTER CLUB, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED, as Incorporator and on behalf of a not-for-profit, non-stock corporation organized under Florida Statute Chapter 617, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

Section 1.1. The name of the corporation is The Everglades Baseball Booster Club, Inc. (the "Corporation").

**ARTICLE II  
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III  
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act, Florida Statute Chapter 617, and may issue Certificates of Membership.

**ARTICLE IV  
PURPOSE**

Section 4.1. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the funding of the Everglades Baseball Team, 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. The Corporation may receive or administer funds for scientific, religious, educational and charitable purposes, within the meaning of Section 501(c)(3) and to that end the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to the amount or value; to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received, these Articles of Incorporation, the By-Laws or any applicable laws.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to

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further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

**Section 4.3.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**Section 4.4.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence government legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 4.5.** Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 4.6.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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** **DIRECTORS**

**Section 5.1.** The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

5.1.1. Approval of grants, charitable gifts, transfers, and distributions by the Corporation to other entities.

5.1.2. Adoption of an amendment to the Articles of Incorporation or the By-Laws.

5.1.3. Organization of a subsidiary or affiliate by the Corporation.

5.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

**Section 5.2.** The initial Board of Directors shall consist of the following members elected in accordance with this Section and the By-Laws:

<u>Name</u>	<u>Address</u>
1. Sandra Washington	16464 SW 32 <sup>nd</sup> Street Miramar, Florida 33027
2. Maria Rioseco	19360 NW 8 <sup>th</sup> Street Pembroke Pines, Florida 33029
3. Anthony Carrero	2800 SW 190 <sup>th</sup> Avenue Miramar, Florida 33029

The Board of Directors shall consist of three (3) members.

#### **ARTICLE VI** **ADDRESS**

**Section 6.1.** The street address of the principal office of this corporation in the State of Florida is:

335 SW 191<sup>st</sup> Avenue  
Pembroke Pines, Florida 33029  
Attn: John A. Matonti

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

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

**Section 7.1.** The registered agent and registered office of the Corporation shall be:

Name  
Mary Valentin

Address  
17454 NW 11<sup>th</sup> Street  
Pembroke Pines, Florida 33029

**ARTICLE VIII**  
**AMENDMENT**

**Section 8.1.** These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE IX**  
**BYLAWS**

**Section 9.1.** The Board of Directors of this Corporation shall adopt By-Laws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended from time to time by the Board of Directors.

**ARTICLE X**  
**INCORPORATOR**

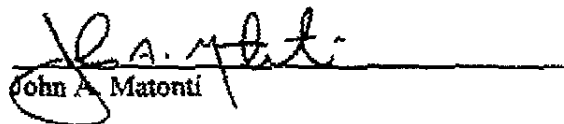
**Section 10.1.** The name and address of the incorporator of this Corporation is as follows:

Name  
John A. Matonti

Address  
335 SW 191<sup>st</sup> Avenue  
Pembroke Pines, Florida 33029

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of January, 2004.

INCORPORATOR:

  
John A. Matonti

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.901 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

The Everglades Baseball Booster Club, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 335 SW 191<sup>st</sup> Avenue, Pembroke Pines, Florida 33029, appoints Mary Valentin as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

**REGISTERED AGENT:**

Date:

1/7/04



Mary Valentin

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