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FLORIDA NON-PROFIT CORPORATION

SIMPLY THE BEST WORLD SERIES, INC.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION
OF
SIMPLY THE BEST WORLD SERIES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under Chapter 617, Florida Statutes (2003), pursuant to the Florida Not-for-Profit Corporation Act, hereby certify:

1. Name. The name of the Corporation is SIMPLY THE BEST WORLD SERIES, INC.

2. Exempt Status. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Act. Notwithstanding any other provision of this certificate, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the

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corresponding provision of any future United States internal revenue law).

3. Purposes. The purposes for which the Corporation is to be formed is to foster and promote the performance abilities, image and reputation of youth and adult amateur baseball and softball, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and in this connection, the Corporation shall:

- A. Promote interest in amateur baseball and softball.
- B. Further the interest of individual and team participants.
- C. Aid in providing funds for trophies, equipment, umpires, field rentals, and support expenses not usually met by entry fees and community grants. Financial support shall be in accordance with the annual budget, this Constitution, and the Bylaws of this organization. Equipment purchased by the Corporation shall remain the property of the Corporation exclusively unless donated to individual participants.
- D. Refuse to undertake any endeavor, transaction or business that would disqualify the Corporation from qualification as a Florida Not For Profit Corporation or as a qualified 501(c)(3) organization.

In furtherance of these purposes, the Corporation agrees to take and hold by bequest, devise, gift, grant, purchase, lease or

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otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation is without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617, Florida Statutes entitled the Not-for-Profit Corporation Act.

4. Initial and Registered Principal Office. The street address, city and county in which the Corporation's office is to be located is 1312 North East Avenue, Panama City, Bay County, Florida 32401

5. Place of Operation. The territory in which the Corporation's activities are principally to be conducted is Bay County, Florida.

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6. Approvals and Consents. Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

7. Directors. The Corporation shall have at least three (3) directors who shall be elected in accordance with the By-Laws. The names and residences of the initial directors until the first annual meeting are:

<u>Names</u>	<u>Addresses</u>
JON MCFATTER	1312 North East Avenue Panama City, FL 32401
BILL SAVAGE	1312 North East Avenue Panama City, FL 32401
LARRY WINKLES	1312 North East Avenue Panama City, FL 32401

8. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
JON MCFATTER	1312 North East Avenue Panama City, FL 32401

9. Officers. The Officers of this Corporation shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, and Treasurer and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner,

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hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

10. Distribution on Dissolution. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations that promote the same purposes as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

11. Income and Distribution. No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any 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 member, trustee, 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.

12. Prohibited Activities. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

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13. Address of Notice. The post office address to which the Secretary of State shall mail a copy of notice required by law is 1312 North East Avenue, Panama City, Florida 32401.

14. Age of Incorporator. The Incorporator is of the age of 18 years or over.

IN WITNESS WHEREOF this certificate has been signed by the subscriber, this 24 of February, 2004

Jon MCFatter
JON MCFATTER

STATE OF FLORIDA
COUNTY OF BAY

THE FOREGOING instrument was acknowledged before me this 24th day of February, 2004, by JON MCFATTER, who is personally known to me or ~~who has produced~~ as identification and who did take an oath.

[SEAL]

Kellie J. Brown
Notary Public/ KELLIE J. BROWN
Commission No.: DD136097
My Commission Expires: 9-17-06



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 25 PM 12:52

IN PURSUANCE OF CHAPTER 48.901, who Florida Statutes,
following is submitted, in compliance with said Act:

FIRST, that SIMPLY THE BEST WORLD SERIES, INC., desiring to
organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation at City of
Lynn Haven, County of Bay, State of Florida, has named JON
MCFATTER, located at 1312 North East Avenue, Panama City, County of
Bay, State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

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



JON MCFATTER
(Resident Agent)