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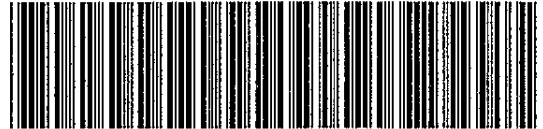
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05 MAR -3 AM 11:53
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STATE
NOTARY
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1005-10711

DAVID L. PARTLOW, P.A.
ATTORNEY AT LAW

**TRANSWORLD CENTER, SUITE 210
4100 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609-2244**

(813) 287-8337 • FAX (813) 287-8234

January 28, 2005

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

Re: BAY AREA BASKETBALL CLUB, INC.

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations is the original Articles of Incorporation of the above-named corporation, together with the original Designation of Registered Agent and Registered Office and Acceptance. Also enclosed is our firm's check, payable to the Secretary of State, in the amount of \$70.00, in payment of the following fees:

| | |
|----------------------|----------------|
| Filing Fee | \$35.00 |
| Registered Agent Fee | <u>\$35.00</u> |
| Total | \$70.00 |

Thank you for your assistance and attention to this matter.

Sincerely,



Josiah E. Hutton

JEH:ac
Enclosures (3)

DAVID L. PARTLOW, P.A.

ATTORNEYS AT LAW

TRANSWORLD CENTER, SUITE 210
4100 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609-2244

(813) 287-8337 • FAX (813) 287-8234

David L. Partlow, Esq.
dlppa@mindspring.com

Josiah E. Hutton, Esq.
dlppa-jeh@mindspring.com

March 1, 2005

Department of State
Division of Corporations
Attn: Tammy Hampton
P.O. Box 6327
Tallahassee, FL 32314

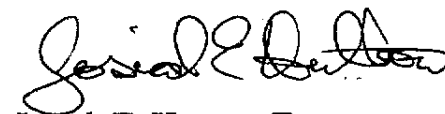
Re: Bay Area Basketball Club, Inc
Ref. No. W05000006716

Dear Ms Hampton:

Pursuant to our conversation last week regarding the above-referenced corporation, please find enclosed the corrected Articles of Incorporation as we discussed, along with your letter detailing the changes needed.

If there are any further questions, please do not hesitate to contact me at the above office at your convenience.

Respectfully,



Josiah E. Hutton, Esq.

Enc: Return letter (copy)
Articles of Incorporation (BABC, Inc.)



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 9, 2005

JOSIAH E HUTTON
DAVID L PARTLOW, PA
4100 W KENNEDY BLVD - STE 210
TAMPA, FL 33609-2244

SUBJECT: BAY AREA BASKETBALL CLUB, INC.
Ref. Number: W05000006716

RECEIVED
05 MAR -3 AM 11:11
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BAY AREA BASKETBALL CLUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 305A00009134

ARTICLES OF INCORPORATION
OF
BAY AREA BASKETBALL CLUB, INC.

FILED
05 MAR -3 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a not-for-profit corporation, in accordance with Chapter 617, Florida Statutes, Florida Business Corporation Act of the State of Florida.

ITEM 1. NAME OF CORPORATION.

1.01 Name - The name of this corporation shall be BAY AREA BASKETBALL CLUB, INC.

ITEM 2. GENERAL NATURE OF BUSINESS.

2.01 Powers - The general nature of the business to be transacted by this corporation is to do all things natural persons might or could lawfully do in furtherance of the promotion, training and education of young athletes in the sport of basketball, specifically in organizing recreational and competitive teams and leagues, and the organization and conducting of summer camps and other mini-camps through out the year.

ITEM 3. CORPORATE EXISTENCE.

3.01 Duration - This corporation shall commence existence on the date of filing with the Secretary of State, and shall exist perpetually thereafter unless dissolved according to law.

ITEM 4. INITIAL REGISTERED OFFICE AND REGISTERED AGENT.

4.01 Initial Registered Office and Registered Agent - The address of the initial registered office of the corporation in the State of Florida is 4100 West Kennedy Boulevard, Suite 210, Tampa, Florida 33609-2244, and the initial Registered Agent is Josiah E. Hutton, Esq.

4.02 Relocation - The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

ITEM 5. NUMBER OF DIRECTORS.

5.01 Number - The number of Directors of this corporation shall not be less than three (3).

The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders, but shall never be less than three (3), and shall always be an odd number.

5.02 Election - The initial Board of Directors has been appointed by the Incorporator of the corporation. At the first meeting of shareholders for the organization of the corporation, and each annual meeting of shareholders thereafter, the shareholders shall elect Directors to constitute the Board of Directors, which Directors may or may not be the same Directors as appointed to the initial Board of Directors, or as subsequently elected. Prospective directors will be nominated by the shareholders, and a vote taken to elect the Directors. Each share shall be entitled to one vote, and the three (3) nominees (or other number as determined by the By-Laws in effect at the time of the election) receiving the most votes will be the new Board of Directors.

ITEM 6. NAMES AND ADDRESSES OF BOARD OF DIRECTORS.

6.01 Designation - The name and post office addresses and street addresses of the first Board of Directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|---|
| Michael J. Kroll | 10427 Oakbrook Drive, Tampa, FL 33824 |
| Nancy Dorn-Keeler Kroll | 10427 Oakbrook Drive, Tampa, FL 33824 |
| Rosalyn Rodriguez | 3237 W. Fountain Blvd., Tampa, FL 33609 |

ITEM 7. NAMES AND ADDRESS OF INCORPORATOR.

7.01 Designation - The name and street address of the incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---------------------------------------|
| Michael J. Kroll | 10427 Oakbrook Drive, Tampa, FL 33824 |

ITEM 8. SPECIAL PROVISIONS.

8.01 Powers of Board of Directors - In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend and alter the By-Laws of this corporation;
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in;
- (3) From time to time to determine whether and to what extent, and at what time and places and under what conditions and regulations, the accounts of the corporation other than the stock book or any of them shall be open to inspection of the Shareholders; and no Shareholder shall

have any right of inspection of any account book or documents of this corporation except as conferred by statute unless authorized by resolution of the Shareholders or Directors.

8.02 Disposition of Assets - Pursuant to the affirmative vote of the Shareholders of record, holding stock in the corporation entitling them to exercise at least a majority of voting power, given at a Shareholders meeting duly called for that purpose, or when authorized by written consent of the Shareholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient for the best interest of the corporation.

8.03 Powers - The corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

8.04 Preemptive Rights - No holder of stock of the corporation of any class shall have any preferential, preemptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the corporation may at any time issue, whether or not the same shall entitle the owner or holder to purchase stock of the corporation of any class.

8.05 Self-Dealing - No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors or officers of such other corporation, and any Director or Directors,

individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors or the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

8.06 Meeting - Both Shareholders and Directors shall have the powers, if the By-Laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of the corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

8.07 Action of Directors and Shareholders Without a Meeting.

(1) Action taken by Directors of this corporation or by members of any executive committee of the Directors of this corporation without a meeting shall nevertheless be Board or Committee action if written consent to the action in question is signed by all the Directors or members of the Committee, as the case may be; and if said written consent is filed with the minutes of the proceedings of the Board or Committee, whether done before or after the action so taken.

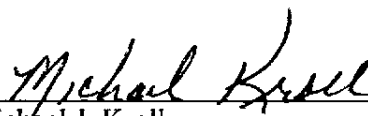
(2) Any action of the Shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the persons

who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the Shareholders and may be stated as such in any Certificate or document.

8.08 Amendment - This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

8.09 Stock Transfer Restrictions - The Board of Directors or the Shareholders of this corporation may, by the adoption of appropriate By-Laws for this corporation, not in contravention with statutes of the State of Florida, under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the capital stock of this corporation as they shall deem appropriate.

IN WITNESS HEREOF, I have hereunto set my hand and seal this 27th day of January, 2005.



Michael J. Kroll

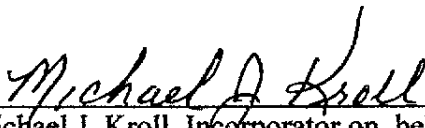
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, this Designation is submitted:

1. BAY AREA BASKETBALL CLUB, INC. is a Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10427 Oakbrook Drive, Tampa, County of Hillsborough, State of Florida;
2. BAY AREA BASKETBALL CLUB, INC. hereby names Josiah E. Hutton, Esq., an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. BAY AREA BASKETBALL CLUB, INC. hereby designates as its registered office, the street address of said registered agent's place of business, which is 4100 West Kennedy Boulevard, Suite 210, City of Tampa, County of Hillsborough, State of Florida.

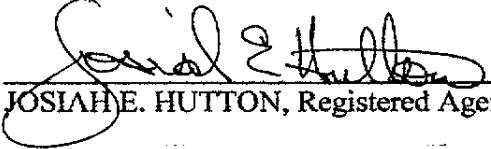
SUBMITTED this 27th day of January, 2005.


Michael J. Kroll, Incorporator on behalf of
BAY AREA BASKETBALL CLUB, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

January 27, 2005
DATE


JOSIAH E. HUTTON, Registered Agent