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05 JUN - 1 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. B. 6-2

NAGIN GALLOP FIGUEREDO^{PA.}

Attorneys & Counselors

3225 Aviation Avenue - Third Floor
Telephone: (305) 854-5353 Miami, Florida 33133-4741

Facsimile: (305) 854-5351

May 27, 2005

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

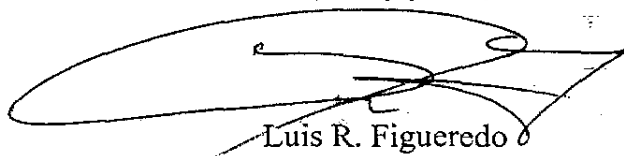
*Re: Articles of Incorporation for Pro-Talent Sports, Inc.
A Florida Not for Profit Corporation*

To Whom It May Concern:

I enclose the Articles of Incorporation for Pro-Talent Sports, Inc., a Florida not for profit corporation. I also enclose a check payable to Department of State in the amount of \$78.75, which represents the filing fee for filing the articles and a certificate of status.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Luis R. Figueredo', is written over a large, loopy oval shape. The signature is fluid and cursive.

LRF/mjp

Enclosures

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Pro-Talent Sports, Inc.

ARTICLE II PRINCIPAL OFFICE

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

3225 Aviation Avenue, Suite 301, Miami, FL 33133

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Youth Sports & Education Program. See attached exhibit I.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Appointed.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

| | |
|------------------------------|---|
| Mr. Jaime Adames - President | Director - Ms. Jackie Campbell P.O. Box 5644, San Clemente, CA 92674 |
| P.O. Box 5644 | Director - Ms. Belkys Adames P.O. Box 5644, San Clemente, CA 92674 |
| San Clemente, CA 92674 | Director - Ms. Raquel Villaruel Rodriguez P.O. Box 5644, San Clemente, CA 92674 |

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Nagin, Gallop, Figueredo, PA
Luis R. Figueredo
3225 Aviation Avenue, Suite 301
Miami, FL 33133

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Nagin, Gallop, Figueredo, PA - Luis R. Figueredo
3225 Aviation Avenue, Suite 301
Miami, FL 33133

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.

Signature/Registered Agent

Date

Signature/Incorporator

Date

FILED
05 JUN - 1 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Pro-Talent Sports, Inc.
A Florida "Not for Profit" Corporation**

Exhibit I
FILED
05 JUN - 1 PM 14 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is
Pro-Talent Sports, Inc.

PRINCIPAL OFFICE: The principal office of the corporation is located at 3225 Aviation Avenue, Suite 301, Miami, FL 33133.

MAILING ADDRESS: The mailing address of the corporation is 3225 Aviation Avenue, Suite 301, Miami, FL 33133.

REGISTERED AGENT: The name of the registered agent of the corporation is ~~Eve A. Boutsis~~ *Luis R. Figuer*
~~A. Boutsis~~ The address of this registered agent is: Nagin, Gallop Figueredo, P.A., 3225 Aviation Avenue, Suite 301, Miami, FL 33133.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporator is: ~~Eve A. Boutsis~~ *Luis R. Figueredo*, c/o Nagin, Gallop Figueredo, P.A., 3225 Aviation Avenue, Suite 301, Miami, FL 33133.

CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. Pro-Talent is a sports and education program, geared towards summer sports and education programs for children. Pro-Talent's coaches are hand picked, have professional experience playing and coaching and are bi-lingual. Pro-Talent works

Exhibit I

with educators to utilize baseball instruction as a vehicle for reinforcing any English language development programs offered in the summer curriculum. The goal of Pro-Talent is to provide quality baseball instruction within an environment that is fun and exciting; to enable each player to improve and develop, in relation to that athlete's strengths, weaknesses and goals, so as to insure that students who train with Pro-Talent realize their full potential both on and off the field. As young athletes develop differently, training is established to meet each player's needs. Pro-Talent evaluates, assesses and tests each athlete to determine their strengths and weaknesses.

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these six articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The

Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Exhibit I

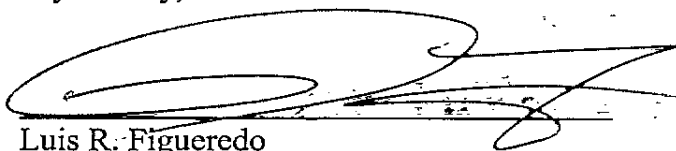
e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 27th day of May, 2005.


Luis R. Figueredo

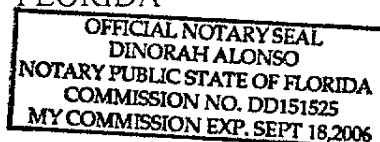
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Eve A. Boutsis who is personally known to me, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of May, 2005.

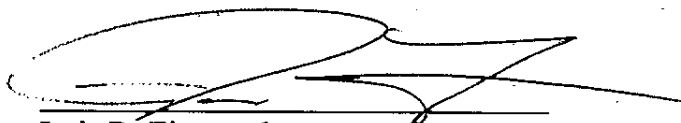

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Pro-Talent Inc., a Florida not for profit corporation.


Luis R. Figueredo

5-27-05
Date

FILED
05 JUN -1 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA