

08-17-'05 15:13 FROM-CAMERON, DAVIS

5616599811

T-317 P01/06 U-872

**No 5000008471**

Florida Department of State  
Division of Corporations  
Public Access System

FILED

05 AUG 17 AM 10:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H05000197560 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : CAMERON & DAVIS, P.A.  
Account Number : I19990000162  
Phone : (561) 659-5522  
Fax Number : (561) 659-9811

**FLORIDA NON-PROFIT CORPORATION**

**Lady Gators Softball Club, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$87.50 |

Electronic Filing Menu

Corporate Filing

Public Access Help

8-18-05

((H05000197560 3)))

FILED

05 AUG 17 AM 10:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
LADY GATORS SOFTBALL CLUB, INC.,**

**A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following articles of incorporation for the corporation:

**ARTICLE I**

**Name**

The name of the corporation shall be **Lady Gators Softball Club, Inc.**

The principal address of the corporation at the time of incorporation is 525 SE 6<sup>th</sup> Avenue, Delray Beach, County of Palm Beach, Florida, 33483.

**ARTICLE II**

**Duration**

The duration of the corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the date these articles of incorporation are filed by the Department of State.

**ARTICLE III**

**Purpose**

(a) The specific and primary purpose for which the corporation is organized is to enable female student athletes, age 18 years and under, to develop and improve their softball skills. The corporation will solicit funds and perform fund raising activities for the athletes to enable them to play softball in varying formats, including "showcases" and travel softball tournaments. The athletes aspire to play softball in college, and the efforts of the corporation may assist the athletes in obtaining scholarships to play softball in college.

(b) The corporation shall have and exercise all powers conferred on not for profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that the corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set for in paragraphs (a), (b), (c), and (d) of this Article III.

((H05000197560 3)))

((H05000197560 3)))

(c) The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(d) Notwithstanding any other provision of the articles of incorporation, 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 further 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 corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE IV**

##### **Dissolution of Corporation**

Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE V**

##### **Qualifications and Admissions of Members**

There shall be two (2) classes of members: regular members and honorary members. The initial regular members are the following individuals: Jim Grubb, Eric Call, Gary Fitzpatrick and Richard T. Davis. Additional regular members shall be admitted in accordance with the bylaws. The directors of the corporation shall establish criteria for the admission of honorary members from time to time.

#### **ARTICLE VI**

##### **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 901 North Olive Avenue, West Palm Beach, County of Palm Beach, State of Florida, 33401, and the name of the corporation's initial registered agent at that address is Richard T. Davis.

((H05000197560 3)))

(((H05000197560 3)))

**ARTICLE VII**

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

| <u>Name</u>      | <u>Address</u>   |
|------------------|--|
| Jim Grubb        | 525 SE 6 <sup>th</sup> Avenue<br>Delray Beach, FL 33483    |
| Eric Call        | 7117 Catalina Way<br>Lake Worth, FL 33467                  |
| Gary Fitzpatrick | 6323 NW 36 <sup>th</sup> Avenue<br>Coconut Creek, FL 33073 |
| Richard T. Davis | 901 North Olive Avenue<br>West Palm Beach, FL 33401        |

**ARTICLE VIII****Basis Under Which Corporation Organized**

The corporation is a not for profit corporation as defined by the Florida Not for Profit Corporation Act, F.S. §617.01401. As such, it is not organized for the pecuniary gain or profit of the corporation, and neither the net earnings nor any part thereof is distributable to, its members, directors or managers or trustees, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

**ARTICLE IX****Management of Corporate Affairs**

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The initial number of directors shall be four (4). The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the members entitled to vote.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(((H05000197560 3)))

((H05000197560 3)))

(c) Elective Officers. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers maybe established or appointed by the members of the corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be set forth in the bylaws.

(d) Standing Committees. There shall be standing committees as determined by the board of directors from time to time.

## ARTICLE X

### Incorporators

The name and address of each incorporator is as follows:

| <u>Name</u>      | <u>Address</u>                                      |
|------------------|---|
| Richard T. Davis | 901 North Olive Avenue<br>West Palm Beach, FL 33401 |

## ARTICLE XI

### Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of the corporation.

## ARTICLE XII

### Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of the voting members of the corporation.

((H05000197560 3)))

FILED

ARTICLE XIII

05 AUG 17 AM 10:00

Indemnification

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, from and against any and all judgments, claims, expenses and liabilities incurred in a civil or criminal proceeding or other matters referred to in, or covered by, said provisions, including, but not limited to, advancement of expenses prior to the final disposition of proceedings and amounts paid in settlement of proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as a person who has ceased to be director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person, and an adjudication of liability shall not affect the right to indemnification of those indemnified.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 16<sup>th</sup> day of August, 2005



Richard T. Davis

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Lady Gators Softball Club, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. §607.0501(3).

Signed this 16<sup>th</sup> day of August, 2005.



Print Name RICHARD T. DAVIS