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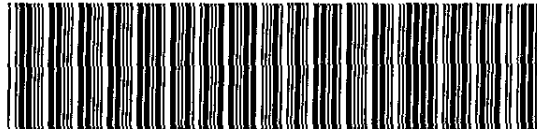
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2005 AUG 24 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton AUG 24 2005

W. Scott Cole
2900 Ashton Terrace
Oviedo FL 32765
(407) 977-2279

August 19, 2005

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

RE: Central Florida Predators, Inc.

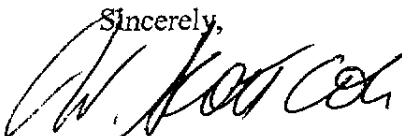
Dear Sirs:

I have enclosed for filing original Articles Incorporation for Central Florida Predators, Inc., a Florida not-for-profit corporation. I have also enclosed a check in the amount of \$78.75 for the filing fee and to obtain a certified copy of the Articles of Incorporation.

Please return the certified copy in the enclosed self-addressed envelope.

Thank you for your assistance. If you have any questions, please let me know.

Sincerely,

A handwritten signature in black ink, appearing to read 'W. Scott Cole', is written over the word 'Sincerely,'.

W. Scott Cole

Enclosures

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA PREDATORS, INC.

The undersigned incorporator, desiring to form a not for profit corporation ("Corporation") pursuant to the provisions of the Florida Not For Profit Corporation Act ("Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Central Florida Predators, Inc.

ARTICLE II

Commencement and Duration of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purposes and Powers

Section 1. **Purpose.** The purposes for which the Corporation is formed are as follows:

(a) The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The activities of the Corporation shall consist of advancing youth recreational and educational opportunities through youth baseball programs, including but not limited to, operating an Amateur Athletic Union (AAU) baseball team in Central Florida.

(b) No dividends shall be paid and no part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private individuals within the meaning of Section 501(c)(3) of the Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

(c) The Corporation shall not engage in carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities or exercise any power or authority which is not permitted to be carried on or exercised (i) by a corporation exempt from federal income tax under Section

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ARTICLE VII
Incorporator

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Scott Cole
2900 Ashton Terrace
Oviedo FL 32765

ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX
Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) Board of Directors. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; and

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article IX.

ARTICLE X
Amendment

The power to alter, amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors.

ARTICLE XI
Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

501(c)(3) of the Code, or corresponding provision of any subsequent federal tax law or laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or corresponding provisions of any subsequent federal tax law or laws.

Section 2. Powers. The Corporation shall have and may exercise, but solely in furtherance of and not in addition to the limited purposes hereinabove set forth, all the general rights, privileges and powers granted to corporations by the Act, as now or hereafter amended, and by the common law.

ARTICLE III

Members

The Corporation shall not have members.

ARTICLE V

Directors

Section 1. Board of Directors. The affairs of the Corporation shall be managed by a Board of Directors.

Section 2. Number of Directors. The initial Board of Directors of the Corporation shall consist of three (3) Directors. The number of Directors shall thereafter be fixed from time to time by the Bylaws of the Corporation at any number not less than that required in the Act. In the absence of the Bylaws fixing the number of Directors, the number shall be three (3). The manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws of the Corporation.

Section 3. Names and Addresses of the Initial Directors. The names and addresses of the initial Board of Directors of the Corporation are:

Jeffrey Muth
2330 Pine Meadows Pl
Chuluota, Fl. 32766

Rick Andrews
504 Shane Circle
Winter Springs, Fl. 32708

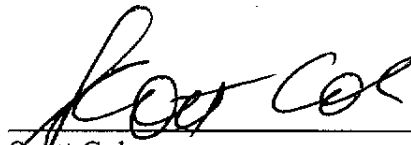
Gerald Znosko
212 Heatherwood Ct.
Winter Springs, Fl. 32708

ARTICLE VI

Registered Agent and Office

The street address of the Corporation's initial office shall be 2330 Pine Meadows Pl Chuluota, Fl. 32766 and the name of the initial registered agent of the Corporation at such office shall be Kimberly Muth.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article VII, does hereby make and execute these Articles of Incorporation declaring and certifying to the truth of the facts herein stated, this 8th day of August, 2005.



Scott Cole

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 8th day of August, 2005

REGISTERED AGENT:

By: 

Kimberly Muth