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FLORIDA NON-PROFIT CORPORATION

Rays Baseball Foundation, Inc.

Certificate of Status	1
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Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
RAYS BASEBALL FOUNDATION, INC.**

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

I, the undersigned incorporator, file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

RAYS BASEBALL FOUNDATION, INC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of this corporation shall be Tropicana Field, One Tropicana Drive, St. Petersburg, Florida 33705, Attn: Veronica Costello, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE III

Purposes

This corporation is organized exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding sections of any future federal tax code. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations set forth in these Articles, shall use the whole or any part of the income from such property and such principal exclusively for its charitable, scientific or educational purposes.

ARTICLE IV

Powers

(a) Except as otherwise limited by the provisions of this Article IV, this corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes as amended, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this corporation is organized.

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(b) This corporation is not authorized to issue capital stock. This corporation is empowered to receive contributions, gifts, bequests, devises and endowments (which shall be administered and converted or otherwise disposed of by this corporation exclusively for the purposes set forth in Article III above. No part of the assets or net earnings of this corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and none of its directors, officers or other private persons shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

(c) No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and this 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, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the Treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) During any period when this corporation is a "private foundation" as defined in Section 509(a) of the Code, this corporation shall not do any of the following:

- (1) Engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, which would result in any tax liability under Section 4941(a) of the Code;
- (2) Fail to distribute for the purposes specified in Article III hereof amounts sufficient to avoid tax liability under Section 4942(a) of the Code;
- (3) Retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would result in any tax liability under Section 4943(a) of the Code;
- (4) Fail to exercise ordinary business care and prudence in making investments or make any investment which, under Section 4944 of the Code, would jeopardize the carrying out of any of its exempt purposes and result in any tax liability under Section 4944(a) of the Code; or
- (5) Make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would result in any tax liability under Section 4945(a) of the Code.

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(f) In the event of termination, dissolution or final liquidation of this corporation in any manner or for any reason whatsoever, the Board of Directors shall, after paying or making provision for the payment of all of the proper liabilities of this corporation, dispose of all remaining assets of this corporation exclusively for and in accordance with the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future federal tax code, or to the federal, state, or local government body to be used for exclusively public purposes, as the Board of Directors determines.

(g) This corporation has adopted a conflict of interest policy substantially similar to that which is recommended by the Internal Revenue Service to be adopted by 501(c)(3) organizations. A full copy of the policy is attached to this corporation's bylaws.

(h) This corporation shall indemnify each person who may be indemnified (the "Indemnitees") pursuant to Sections 607.0831 and 607.0850 (as each of these sections are limited by Section 617.0834) of Title XXXVI of the Florida Statutes (or any successor provision thereto), to the full extent permitted thereby. In each and every situation where this corporation may do so under such sections, this corporation hereby obligates itself to so indemnify the Indemnitees, and in each case, if any, where this corporation must make certain investigations on a case-by-case basis prior to indemnification, this corporation hereby obligates itself to pursue such investigation diligently, it being the specific intention of the bylaws to obligate this corporation to indemnify each person whom it may indemnify to the fullest extent permitted by law at any time and from time to time. To the extent not prohibited by Sections 607.0831 and 607.0850 (as each of these sections are limited by Section 617.0834) of Title XXXVI of the Florida Statutes (or any other provision of the Florida Statutes), the Indemnitees shall not be liable to this corporation except for their own individual willful misconduct or actions taken in bad faith. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the Board of Directors, or otherwise.

ARTICLE V Board of Directors

The manner in which the directors of this corporation are to be elected or appointed is stated in this corporation's bylaws.

ARTICLE VI Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII Incorporator

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The name and address of the incorporator to these Articles of Incorporation is as follows:

NameAddress

Rachel J. Richardson

c/o Arent Fox PLLC

1050 Connecticut Avenue, NW, Washington DC, 20036

ARTICLE VIII

Registered Office and Registered Agent

The address of the registered office of this corporation in the State of Florida is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent at such address is C T Corporation System. This corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

ARTICLE IX

Amendment of Articles of Incorporation and Bylaws

These Articles may be amended and the bylaws of this corporation may be amended or repealed at a regular meeting of the Board of Directors, or at any special meeting called for that purpose at which a quorum is present, provided that notice of such proposed amendment or repeal be given in writing personally or by mail to each member of the Board of Directors at least ten (10) days prior to said meeting, and that such proposed amendment or repeal be adopted by the vote of a majority of the members of the Board of Directors present and voting at such meeting. Any amendment or repeal adopted as herein provided shall take effect upon its passage or upon the date specified therein. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

DATED: December 21, 2005



Rachel J. Richardson
Incorporator

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Name: J. D. H. ARGORegistered Agent ASS. SEC/VP

Dated:

December 21, 2005

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