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FLORIDA PROFIT/NON PROFIT CORPORATION

Viera Cowboys Baseball Club, Inc.

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**ARTICLES OF INCORPORATION
OF
VIERA COWBOYS BASEBALL CLUB, INC.**

Pursuant to the provisions of Section 617, Florida Statutes, the undersigned Incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be VIERA COWBOYS BASEBALL CLUB, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

1148 Wild Flower Drive
Melbourne, Florida 32940

and the mailing address shall be the same.

ARTICLE III - PURPOSE

The Corporation is organized exclusively to fund a youth AAU organized traveling baseball team. The Corporation, through corporate and individual donors, will cover all expenses associated with the establishment and maintenance of the team including, but not limited to, the purchase of uniforms, equipment, food, travel and lodging. Additionally, the company's general purposes are as follows:

(1) To exist and operate solely for supportive, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

(2) To have and exercise all powers of any corporation not for profit as the same now exists, or may hereafter exist under the laws of the State of Florida. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers of any private individual, except to the extent permitted under Chapter 617, Florida Statutes; and

(3) Notwithstanding any other provision hereof, 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 and its regulations as they now exist, or as they may hereinafter be amended, or by an organization, contributions to which are deductible under

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Section 170(a) of such Code and regulations as they now exist, or as they may hereafter be amended.

ARTICLE IV - MANNER OF APPOINTMENT

The directors shall be appointed as provided in the By-Laws:

There shall be a Board of Directors for this Corporation, which shall consist of not less than two (2) persons.

ARTICLE V - INITIAL DIRECTORS

The names and street addresses of the persons who shall serve as Directors of the Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until their successors are appointed and qualified, or until their resignations, removal from office or deaths:

<u>NAME</u>	<u>ADDRESSES</u>
Mike Prater	1148 Wild Flower Drive Melbourne, Florida 32940
Kenneth Rosenfield	255 South Orange Avenue Suite 1255 Orlando, Florida 32801

ARTICLE VI - CORPORATE POWERS

The Corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent of the Corporation is:

Mark L. Ornstein
2 South Orange Avenue, 5th Floor
Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is:

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Mike Prater
1148 Wild Flower Drive
Melbourne, Florida 32940


ARTICLE IX - EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, 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, or the corresponding Sections of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

ARTICLE X - DISSOLUTION DESIGNATIONS

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of January, 2006.


Mike Prater, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

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.


Mark L. Ornstein, Registered Agent

1-24-2006
Date

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