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## FLORIDA PROFIT/NON PROFIT CORPORATION

Collier County Select Baseball (1991-1992), Inc.

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ARTICLES OF INCORPORATION  
OF  
COLLIER COUNTY SELECT BASEBALL (1991-1992), INC.  
A FLORIDA NONPROFIT CORPORATION

I, the undersigned natural person of legal age, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I

The name of the corporation is COLLIER COUNTY SELECT BASEBALL (1991-1992), INC. (hereinafter the "association").

Article II

The association is a nonprofit corporation.

Article III

The period of its duration is perpetual.

Article IV

The corporation is formed for the purposes of promoting sporting events, tournaments and other related activities including, without limitation, the operation of youth baseball teams in Collier County, Florida and for all other purposes allowed by law. The corporation shall have all powers conferred upon not-for-profit corporation under the laws of the State of Florida, including, without limitation, Section 617.0302 and 617.0303 of the Florida Statutes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth herein. 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 any candidate for public office. Notwithstanding any other provision 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) and/or 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future 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 1954 (or corresponding provision of any future United States Internal Revenue Law).

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In addition thereto, said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under 26 U.S.C.A. Sections 501(c)(3) and/or 501(c)(7) of the Internal Revenue Code of 1954 or the corresponding provisions of any amended or future United States Internal Revenue Service law.

#### Article V

The street address of the initial registered office of the association is 3337 Tamiami Trail N., Naples, FL 34103, and the name of its initial registered agent at that address is LISA F. GRANT.

#### Article VI

The Principal Office of the association is 5930 Shady Oaks Lane, Naples, FL 34119.

#### Article VII

The number of directors constituting the initial board of directors of the association is three. The directors are appointed as stated in the By-Laws, and the names and addresses of the persons who are to serve as the initial directors are:

Robert Johnson  
5930 Shady Oaks Lane  
Naples, FL 34119

Diane Johnson  
5930 Shady Oaks Lane  
Naples, FL 34119

Lisa F. Grant  
3337 Tamiami Trail N.  
Naples, FL 34103

#### Article VIII

The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee, agent or non-director volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably

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incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### Article IX

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, Religious, or scientific purposes as shall at the time qualify as an exempt organization of the organizations under Section 501(c)(3) and/or 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the court in which the principal office of the corporation so the 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.

#### Article X

The name and street address of each incorporator is:

Lisa F. Grant  
3337 Tamiami Trail N.  
Naples, FL 34103

Executed this 5<sup>th</sup> day of April, 2006.

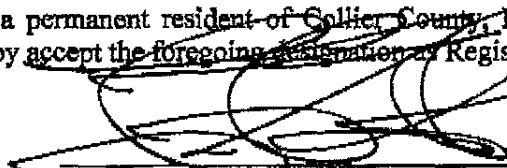
  
LISA F. GRANT, Incorporator

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**Article XI**

**Acceptance of Registered Agent**

I CERTIFY that I am a permanent resident of Collier County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent.

  
LISA F. GRANT, Registered Agent

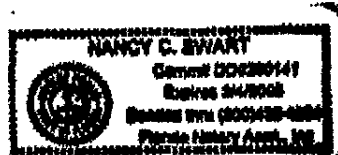
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State of Florida  
County of Collier

I, Nancy C. Swart, a notary public, certify that on April 5, 2006, LISA F. GRANT, being first duly sworn, personally appeared before me and declared that se is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

In witness, I have set my hand and on the date first above-written.



Nancy C. Swart  
Notary Public  
My commission expires: 3/4/2008