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LAW OFFICES

# FORD & HARRISON<sup>LLP</sup>

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

225 Water Street, Suite 710, Post Office Box 41566 (32203), Jacksonville, Florida 32202

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Writer's Direct Dial:

August 29, 2006

JOHN E. DUVAL

(904) 357-2003

jduvall@fordharrison.com

**VIA EXPRESS COURIER**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Articles Of Incorporation for Dogpack Baseball,  
Incorporated, A Florida Not For Profit Corporation**

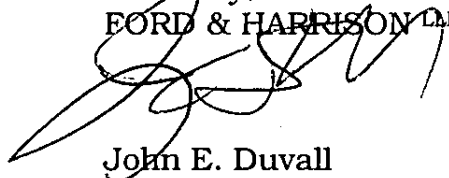
Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation of Dogpack Baseball, Incorporated, A Florida Not for Profit Corporation. A check in the total amount of \$78.75, consisting of the fee of \$70.00 for the filing of the Articles and a fee of \$8.75 for obtaining a certified copy of the filed Articles of Incorporation, is also enclosed.

Please return the certified copy of the filed Articles of Incorporation to the undersigned by return mail. If you have any questions, please contact me directly.

Sincerely,

FORD & HARRISON<sup>LLP</sup>



John E. Duvall

JED/eaw

Enclosures as indicated

cc: **PRIVILEGED AND CONFIDENTIAL**  
Richard L. Ruth (with enclosures)  
3794 SW 56<sup>th</sup> Road  
Gainesville, Florida 32608

Jacksonville:31375.1

**ARTICLES OF INCORPORATION  
FOR  
DOGPACK BASEBALL, INCORPORATED,  
A FLORIDA NOT FOR PROFIT CORPORATION**

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**ARTICLE I  
NAME OF THE CORPORATION**

1. The name of the Corporation shall be Dogpack Baseball, Incorporated.

**ARTICLE II  
PRINCIPAL OFFICE**

1. The principal place of business and mailing address of this Corporation shall be:

10510 SW 122<sup>nd</sup> Street  
Gainesville, Florida 32608

**ARTICLE III  
PURPOSES OF THE CORPORATION AND RESTRICTIONS IMPOSED ON  
THE OPERATION OF THE CORPORATION**

1. Dogpack Baseball, Inc. is a non-profit youth travel baseball club that is committed to:

A. Providing opportunities for North and Central Florida youth baseball players to hone playing skills, learn the value of a solid work ethic and a winning attitude; and

B. Instilling the self-confidence necessary for success in baseball and in life, while engaging in baseball-related activities with other youth teams throughout Florida and the United States; and

C. Existing and operating solely for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any

subsequent federal tax law, and that are described in sections 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions and no part of the income or assets of the Corporation shall be distributed to nor inure to the benefit of any individual.

2. The restrictions which are imposed upon the operation of the Corporation are as follows:

A. Except as otherwise restricted herein, the Corporation shall have all powers provided for corporations not for profit by Chapter 617 of the Florida Statutes, or corresponding provisions of any such subsequent statute.

B. No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, Officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; and no Director of the Corporation, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

C. No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, or intervening in (including the publishing 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 conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 107(c)(2) of the Internal Revenue Code of 1986, as amended, and regulations as they now exist, or as they may hereafter be amended.

E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax law.

F. The Corporation will not discriminate against any individual on the basis of race, gender, national origin, ethnicity, or any other protected characteristic.

#### **ARTICLE IV** **MANNER OF ELECTION**

1. The Board of Directors will be elected by the general membership of the Corporation at the annual meeting to be held in December of each year.

**ARTICLE V**  
**MANAGEMENT OF CORPORATE AFFAIRS ASSIGNED TO THE BOARD OF**  
**DIRECTORS**

1. The Board of Directors shall manage the business affairs of the Corporation. The terms of office of the Directors, the manner of their election, and their voting rights shall be as stated in the Bylaws of the Corporation. The Members of the Corporation shall elect the Directors.

2. The Board of Directors will elect the Officers of the Corporation.

**ARTICLE VI**  
**INITIAL DIRECTORS AND/OR OFFICERS**

1. The following individuals shall serve as the initial Directors of the Corporation:

Thomas Brian Simmons  
10510 SW 122nd Street  
Gainesville, Florida 32608

Neal Anderson  
5745 SW 75<sup>th</sup> Street, #335  
Gainesville, Florida 32608

Richard L. Ruth  
3794 SW 56<sup>th</sup> Road  
Gainesville, Florida 32608

Sharon Ruth  
3794 SW 56<sup>th</sup> Road  
Gainesville, Florida 32608

2. The initial Directors shall elect the initial Officers of the Corporation.

3. The initial Directors shall serve until their successors have been elected in accordance with the terms of the Bylaws of the Corporation.

4. The following individuals shall serve as the initial Officers of the Corporation:

Thomas Brian Simmons  
President  
10510 SW 122nd Street  
Gainesville, Florida 32608

Richard Ruth  
Vice-President  
3794 SW 56<sup>th</sup> Road  
Gainesville, Florida 32608

Tracy Barber  
Treasurer  
P.O. Box 1505  
Bronson, Florida 32621

Melissa Barron  
Secretary  
270 NE CR337  
Trenton, Florida 32693

5. The initial Officers shall serve until their successors have been elected in accordance with the terms of the Bylaws of the Corporation.

#### **ARTICLE VII** **BYLAWS**

1. The Board of Directors of this Corporation may adopt such Bylaws as are not inconsistent with these Articles of Incorporation or with Florida law for the conduct of its business and the carrying out of its purposes. Such Bylaws may only be made, altered, amended or rescinded from time to time at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors specifically called for that purpose, so long as such Bylaws are not inconsistent with the provisions of these Articles of Incorporation or with Florida law.

**ARTICLE VIII**  
**ANNUAL MEETING**

1. There shall be held in December of each year of the Corporation's existence, a meeting of the membership of the Corporation for the purposes of hearing from the incumbent Directors on the state of the Corporation and for the election of Directors and Officers for the next year.

2. The Secretary of the Corporation shall be responsible for notifying the general membership of the date, time, and location of the annual meeting.

**ARTICLE IX**  
**DISTRIBUTION OF CORPORATE ASSETS UPON DISSOLUTION**

1. In the event of dissolution of the Corporation or the winding up of its affairs, the Directors of the Corporation shall distribute the assets of the Corporation exclusively to scientific, charitable, literary, or educational organizations which shall at the time qualify under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist, or as they may hereafter be amended. No Director of the Corporation, Officer of the Corporation, or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.



**ARTICLE X**  
**NAME AND ADDRESS OF REGISTERED AGENT**

1. The name and Florida address of the Registered Agent of the Corporation is:


John E. Duvall, Esquire  
225 Water Street  
Suite 710  
Jacksonville, Florida 32202

**ARTICLE XI**  
**THE INCORPORATOR**

1. The name and address of the Incorporator of the Corporation is:

Thomas Brian Simmons  
10510 SW 122nd Street  
Gainesville, Florida 32608.


SUBMITTED FOR FILING, this 16<sup>th</sup> day of August, 2006.

  
Thomas Brian Simmons  
Incorporator of Dogpack Baseball, Inc.

**Acceptance of Appointment As Registered Agent**  
**For the Corporation by John E. Duvall, Esquire**

Having been named as registered agent and to accept service of process for Dogpack Baseball, Incorporated, at the place designated in this certificate, I hereby accept the appointment as registered 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 as provided for in Chapter 617, Florida Statutes.

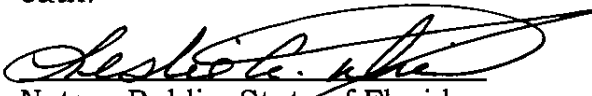
  
John E. Duvall, Esquire  
225 Water Street  
Suite 750  
Jacksonville, Florida 32202

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DIVISION OF CORPORATIONS  
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STATE OF FLORIDA )

COUNTY OF DUVAL )

Sworn and subscribed before me this 28 day of August,  
2006, by John E. Duvall, who is personally known to me and who did take an  
oath.

  
Notary Public, State of Florida

Jacksonville:30898.1

