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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Baseball Education & Student Training, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
BASEBALL EDUCATION & STUDENT TRAINING, INC.**

**ARTICLE I  
Name And Offices.**

Section 1.1 Name. The name of this Corporation is and shall be BASEBALL EDUCATION & STUDENT TRAINING, INC.

Section 1.2 Offices. The principal office and mailing address of the Corporation shall be 410 Georgia Avenue, Amelia Island, Florida, 32034.

**ARTICLE II  
Statement Of Corporation Nature.**

Section 2.1 Non-Profit. This is a nonprofit Corporation organized solely for charitable, athletic, and educational purposes pursuant to Chapter 617 of the Florida Statutes.

Section 2.2 Non-Stock. This Corporation is organized under a non-stock basis.

**ARTICLE III  
Purposes.**

Section 3.1 Purposes. The Corporation is organized and shall be operated for strictly athletic, educational, and charitable purposes including:

- (a) Inspire and promote young African American boys' and girls' participation in the sport of baseball to reverse the trend of dwindling African American representation on and off the field in Major League Baseball.
- (b) Provide scholarships for young African Americans to attend established baseball academies with a focus on athletic training as well as collegiate educational instruction.
- (c) Encourage diversity and African American participation in Major League Baseball on the field and in front office, management positions.
- (d) Provide a forum for young African Americans to promote and market their baseball talents and abilities to colleges and Major League Baseball teams.
- (e) Reach out to the African American community to promote youth participation in baseball.

Section 3.2 Additional Acts and Powers. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Section 3.3 Limitations On Purpose. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive or un-American activities.

**ARTICLE IV**  
**Effective Date; Duration**

Section 4.1 Effective Date. The Corporation's corporate existence shall commence on the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

Section 4.2 Duration. This Corporation shall exist perpetually.

**ARTICLE V**  
**Membership.**

Section 5.1 Membership. The Baseball Academy, Inc. shall have no members.

**ARTICLE VI**  
**Incorporator**

Section 6.1 Name and Address. The name and street address of the incorporator of this Corporation is:

Brennan, Manna & Diamond, P.L.  
The SunTrust Building  
76 S. Laura Street, Suite 2110  
Jacksonville, Florida 32202

**ARTICLE VII**  
**Powers.**

Section 7.1 Powers Under Florida Statute 617.0302. The Corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Corporation.

Section 7.2 Powers In Relation to Purpose. Notwithstanding any other provision of these articles, the purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

Section 7.3 Limitations on Powers. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an

organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE VIII

##### Initial Registered Agent and Address

Section 8.1 Name and Address. The name and street address of the initial registered agent of this Corporation is:

Brennan, Manna & Diamond, P.L.  
The SunTrust Building  
76 S. Laura Street, Suite 2110  
Jacksonville, Florida 32202

#### ARTICLE IX

##### Management Of Corporate Affairs.

Section 9.1 Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be not less than three (3). Initially, the Board of Directors shall consist of three (3) members, provided however, that such number may be changed (but in no event to a number less than three (3)) by the bylaws duly adopted by the members.

The name and address of the initial Directors of the Corporation who shall hold office until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Bill Shelton	410 Georgia Avenue, Amelia Island, FL 32034
Bill Taylor	1237 Harrison Point Trail, Amelia Island, FL 32034
Daniel B. Lee	3309 56th Drive East, Bradenton, Florida, 34203

Section 9.2 Election and Appointment. The election and appointment of the directors shall be as specified in the bylaws of the Corporation.

#### ARTICLE X

##### Bylaws.

Section 10.1 Bylaws. The initial bylaws of this Corporation shall be adopted by the Board of Directors. Additional bylaws shall be adopted, altered, amended or repealed from time to time by either the members or the Board of Directors.

Section 10.2 Amendment of Bylaws. Subject to the limitations contained in the

bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the members, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

#### **ARTICLE XI** **Dedication Of Assets**

Section 11.1 Charitable Purposes. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

#### **ARTICLE XII** **Distribution Of Assets.**

Section 12.1 Exempt Purposes. In the event of dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax codes or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

#### **Article XIII** **Amendment**

Section 13.1 Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the directors is subject to this reservation.

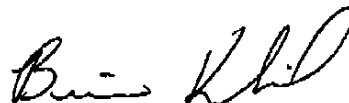
#### **ARTICLE XIV** **Miscellaneous.**

Section 14.1 Distribution of Income. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 2942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

Section 14.2 Self-Dealing Prohibited. The Corporation shall not engage in any act of self-dealing as defined in Section 4991(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

Section 14.3 Certain Investments Prohibited. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as an authorized representative of a member at Jacksonville, Florida on this 10th day of October, 2006.



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**Brian N. Krulick**  
**Authorized Representative**

**ACCEPTANCE OF REGISTERED AGENT**

Having been named in the foregoing Articles of Incorporation to accept service of process for the above state Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

DATED this 10th day of October, 2006.

**BRENNAN, MANNA & DIAMOND, P.L.**



By: **BRIAN N. KRULICK**  
Authorized Representative

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