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October 12, 2006

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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06 OCT 24 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **WESTON EAGLES BASEBALL ACADEMY INC.**, filing of articles
of incorporation of Florida corporation not for profit.

Sir/Madam:

For filing amongst your records, enclosed please find two (2) executed originals of the Articles of Incorporation of the above named corporation not for profit, appreciating that once such Articles are filed, you send proof of its filing in the attached self-stamped envelope at your earliest opportunity.

Also enclosed is our check payable to the Department of State in the amount of \$70.00 to cover the following fees:

Filing Fee	\$35.00
Registered agent designation	<u>35.00</u>
Total	<u>\$ 70.00</u>

Do not hesitate to call me, if in doubt. Sincerely yours,


Agustin de Goytisolo, P.A.

Enc. (3)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WESTON EAGLES BASEBALL ACADEMY INC.**

(A Not for Profit Corporation)

The undersigned, a natural persons of age who is a resident of Miami-Dade County, Florida, desiring to organize a **not for profit corporation** under the laws of the State of Florida, adopt the following Articles of Incorporation (hereinafter "Articles") for such corporation following Chapter 617 Fla. Stat., as amended by 1990 Fla. Laws, Chapter 90-179, Florida Statutes (the "Corporation"), to wit:

ARTICLE I: NAME

The name of the corporation is **WESTON EAGLES BASEBALL ACADEMY INC.** (hereinafter referred to as the "Corporation").

ARTICLE II: DURATION

The existence of the Corporation shall be perpetual.

ARTICLE III: PURPOSES

The sole purpose of the Corporation shall be to organize and manage a baseball academy initially in the vicinity of Weston, Florida as well as in other areas of the State of Florida, any State of the Union or even abroad and to engage in such other charitable activities as may be incidental thereto at the sole and absolute discretion of the Board of Directors of the Corporation.

The Corporation shall be a nonprofit, nonsectarian organization organized and operated exclusively for exempt purposes within the meaning of Section 501(a) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Revenue Law or similar federal tax law, (hereinafter referred to as the "Code"), which purposes, also, shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for charitable, scientific, literary or educational purposes.

During any period that the Corporation is a private foundation, as defined in section 509(a) of the Code, the Corporation shall (a) distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942(a) of the Code; (b) not engage or be

involved in any act of self-dealing, as defined in section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by section 4941(a) thereof; (c) not retain any excess business holdings as defined in section 4943(c) of such Code, so as to give rise to any liability for the tax imposed by section 4943(a) thereof; (d) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944 of the Code, so as to give rise to any liability for the tax imposed by section 4944(a); and (e) not make any taxable expenditures, as defined in section 4945(d), so as to give rise to any liability imposed by section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter in these Articles of Incorporation, all section references are to those of the Code.

ARTICLE IV: MEMBERSHIP

Section 1. Members. The initial members of the Corporation are Emilio Pousa and his spouse, Yauri Rojas, all citizens and residents of Broward County, Florida.

The Board of Directors of the Corporation may invite to become members of the Corporation professionals expert in legal matters applicable to a democratic Cuba whose purposes and ideals are compatible with those of the Corporation; provided, however, that the Board of Directors may determine that these individual be designated without vote.

Section 2. Adjunct Members. For the purpose of negotiating particular Agreements with Corporations or Governmental Bodies, the Corporation, also, may invite Hispanic or other Minority non-profit organizations (the "Adjunct Organizations") to participate on the negotiation team for the proposed Agreement, under terms and conditions mutually acceptable at the discretion of the Corporation.

Section 3. Honorary Members. Honorary members of the Corporation may be selected at the annual meeting upon the recommendation of the Board of Directors.

ARTICLE V: MANAGEMENT

Section 1. Board of Directors. All power of the Corporation shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

The regular members of the Board of Directors designed by the initial members of the Corporation are expressed in Article XII below. Each such initial member of the Corporation, and future member organizations, shall designate also an alternate member of the Board of Directors, who shall replace the regular directors in the event of absence, death or incapacity of the regular director, without need to justify the reason or cause for the substitution.

At the organizational meeting by the directors, the directors present may appoint other members of the Board of Directors and, thereafter, the number, qualifications, election, and removal of directors and the manner of selection of the Chairperson and Vice-Chairperson of the Board of Directors shall be provided for in the bylaws of the Corporation.

Section 2. Executive Committee. The Board of Directors, amongst its members, shall appoint a standing committee named the Executive Committee with the power to exercise, between meetings of the Board of Directors, any and all powers conferred on or duties imposed upon the Board of Directors, as well as those mentioned in Article VIII infra.

Section 3. Other Committees. The Board of Directors may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), to carry out the purposes of the Corporation.

ARTICLE VI: OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at the annual meeting of directors, and shall serve until their successors are chosen and qualified. There may be such other officers and assistant officers and agents as may be determined by the Board of Directors. The failure to elect any of these officers shall not effect the existence of the Corporation.

ARTICLE VII: GENERAL PROVISIONS

Section 1. Bylaws. The internal affairs of the Corporation shall be regulated by the bylaws, and the activities and affairs of the Corporation shall be managed and conducted by the directors in accordance with the bylaws. The initial bylaws shall be adopted by the Board of Directors at the organization meeting. The power to amend or repeal the bylaws shall be vested in the Board of Directors in accordance with the terms of said bylaws.

Section 2. Power and Authority. Subject to the limitations of these Articles, the Corporation may exercise all powers and authority to a corporation not for profit organized in Florida and under all other applicable laws, including the power to perform all acts and duties incident to the operation and management to the Corporation, and to accept contributions of money and other property, whether real or personal, or any interest therein, provided however, that the Corporation shall not have the power to carry on activities except in furtherance of the purposes for which it is organized.

Section 3. Tax-Exempt Status. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article III above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation or participate or intervene in any political campaign for or on behalf of candidates for public office (including the publishing or distribution of statements). 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) of the Code (or the corresponding provision of any future United States Internal Revenue laws) or (b) by a corporation receiving contributions which are deductible under Section 170, 2055 or 2522 of the Code.

Section 4 Conflicts of Interest No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation provided that the fact that he/she or such firm is so interested, shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE VIII: AMENDMENTS

Amendments to these Articles shall be made by a majority vote of all members of Board of Directors of the Corporation at a special meeting called therefor.

ARTICLE IX: DISSOLUTION

The Corporation may be dissolved by vote provided in the bylaws of the Corporation. In the event the Corporation is dissolved, after paying or making provision for the payment of all liabilities of the Corporation, the directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as at the same time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue laws), as the Board of Directors shall determine. Any such assets not so disposed of, shall be distributed by the Eleventh Circuit Court for Dade County, Florida or by such other court in which the principal office of the Corporation is

then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operating exclusively for such purposes.

ARTICLE X: PRINCIPAL OFFICE

The principal office of the Corporation is 8930 NW 68th Street, Miami FL 33166.

ARTICLE XI: REGISTERED AGENT

The registered agent of the Corporation is Emilio Pousa, whose business address is 8930 NW 68th Street, Miami FL 33166, who by executing these Articles accepts such designation.

ARTICLE XII: INITIAL BOARD OF DIRECTORS

The initial regular member(s) of Board of Directors shall consist of no less than two (2) members to serve until their successors are designated and take office. The name and address of the initial directors of the Corporation are:

Emilio Pousa and Yaury Rojas both residing at 16475 Golf Club Road # 102, Weston FL 33326.

ARTICLE XIII: INCORPORATOR(S)

The name and address of the subscribers to these Articles are the following person, who is a citizen and resident of Broward County, Florida: :Emilio Pousa and Yaury Rojas both residing at 16475 Golf Club Road # 102, Weston FL 33326.

IN WITNESS WHEREOF, the undersigned incorporator of the above not-for-profit corporations hereby executes and files these Amended and Restated Articles of Incorporation on the ____ day of October A.D. 2006.


Emilio Pousa


Yaury Rojas