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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JUN 15 P 3:21

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Don

Chase Title Services, LLC

770 Ponce de Leon Boulevard / PH-Suite
Coral Gables, Florida 33134

Tel. 305-412-5679

Fax 305-275-8890

Via UPS
June 14, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Incorporation of: COBRAS BASEBALL BOOSTER CLUB, INC.

Dear Sir / Madam:

With regards to the above-referenced matter, enclosed please find the following:

1. Original and three copies of Articles of Incorporation;
2. Our check in the amount of \$87.50, for the following applicable fees:
 - a) Filing Fees \$35.00;
 - b) Registered Agent Designation \$35.00;
 - c) Two Certified copies \$17.50.

Kindly, registered said corporation and return the certified copies of our office.
We have enclosed an UPS envelope for that purpose.

Should you have any questions please do not hesitate to contact the undersigned.

Sincerely,

Chase Title Services, LLC

By: 
Lidia I. Dania, Legal Assistant

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encs.

ARTICLES OF INCORPORATION
OF
COBRAS BASEBALL BOOSTER CLUB, INC.
A Florida Not-For-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be Cobras Baseball Booster Club, Inc., and its principle place of business shall be located at 6856 SW 53 Street, Miami, Florida 33155.

ARTICLE II

GENERAL AND SPECIFIC PURPOSES

This corporation is organized and operated exclusively for charitable and educational purposes. The specific and primary purpose for which the corporation is formed is to provide financial resources, including but not limited to distribution of funds, separate and apart from those provided by Miami-Dade County, Florida or any political subdivision thereof, as necessary to support a competitive interscholastic baseball program at South Miami Senior High School, Miami, Florida, which is publicly funded and operated by the State of Florida and the School Board of Miami-Dade County, Florida. These funds shall not be used for the purpose of influencing management or coaching decisions or operations of the interscholastic baseball program. At no time shall the corporation engage in partisan politics or any political activities contrary to or in contravention of Section 501(C) (3) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof.

ARTICLE III

USE OF INCOME

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 goods and services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II 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. All revenues received from the conduct of corporation business, and all property within its possession, shall be used solely to advance the purposes of the Corporation and to defray expenses and maintain the corporation and not for the direct benefit of the members of this corporation, either individually or collectively. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV

POWERS OF CORPORATION

The powers of this corporation shall be exercised, and its affairs conducted, by a Board of Directors. The number of Directors of the corporation shall be no less than four (4), except as may be provided by amendment to these articles duly adopted by the members. The Directors named herein as the first Board of Directors shall hold office until December 31, 2008. The corporation is to have the power to do any and all things necessary or expedient for carrying out the objects and purposes of the corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

ARTICLE V

QUALIFICATION FOR MEMBERSHIP

The membership of this corporation shall at all times consist of persons who are involved in the operation and organization of the affairs of the corporation. The rights of all members shall be equal. Each member shall be entitled to one vote. Members, and prospective members, must agree to be bound by these Articles, any amendments thereto, and Bylaws of the corporation as adopted by the Board of Directors from time to time.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII

NAMES OF SUBSCRIBERS

The name and address of the person subscribing to these Articles of Incorporation is:

LIDIA I. DANIA

6295 SW 35 Street

Miami, Florida 33155

ARTICLE VIII

OFFICERS

The Board of Directors shall consist of the following elected officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the members to elect from time to time. The officers shall be elected in accordance with the corporation's By-Laws. The officers presently elected, and who shall retain office until December 31, 2008 or at such time as prescribed in the corporation's By-Laws, are as follows:

President:

BERNARDO ORTEGA

5130 SW 69th Avenue

Miami, Florida 33155

Vice-President:

SERGIO D. DANIA

6295 SW 35 Street

Miami, Florida 33155

Secretary:

ROLANDO HERNANDEZ

7428 SW 16th Street

Miami, Florida 33122

Treasurer:

LIDIA I. DANIA

6295 SW 35 Street

Miami, Florida 33155

ARTICLE IX

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of four (4) members of the corporation, those being the current president, current vice president, current secretary, and current treasurer. Each of these Officers shall be elected by the corporation as provided in the By-Laws, and shall continue in office until December 31 after the annual meeting of the next year of the corporation; or until their successors shall be elected, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the By-Laws. The annual meeting of the Corporation shall be held at such time as may be provided by the By-Laws in order to elect new Officers, receive reports of Officers and committees, pass upon the same and

turn over the affairs of the corporation to the newly elected Officers as constitutes the Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors. The business affairs of this corporation shall be managed by the Board of Directors.

ARTICLE X

INDEMNIFICATION OF

DIRECTORS OR OFFICERS

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the maximum extent allowable by law:

a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his or her capacity of Officer or Director, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceeding, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Officer or Director did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

b) Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which an Officer or Director needs indemnification were properly incurred and that such Officer or Director acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such

person is entitled to be indemnified by the Corporation as authorized in the Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses or such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.

d) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XI

BY-LAWS

The members of the corporation entitled to vote shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such By-Laws shall be made, adopted, altered and rescinded pursuant to the procedures outlined in the By-Laws.

ARTICLE XII

AMENDMENTS TO BY-LAWS AND

ARTICLES OF INCORPORATION

The By-Laws of the corporation and these Articles of Incorporation may be altered, changed or amended by the affirmative vote of a majority of all Directors (not just those attending the meeting at which the action is taken), and a majority vote of the members in attendance at a properly noticed meeting of the Board, or at the annual meeting of the Corporation and, if approved, such proposed alteration, change or amendment shall be and form a part of the By-Laws or Articles of Incorporation. Amendments to the Articles of Incorporation, when approved as set forth herein and in the By-Laws, must also be forwarded to the Secretary of the State of Florida and filed and approved by the Secretary before the same shall become effective.

ARTICLE XIII

RESIDENT AGENT

The Resident Agent for the corporation, who shall serve until officially changed, shall be:

LIDIA I. DANIA

6295 SW 35 Street

Miami, Florida 33155

ARTICLE XIV

DISBURSEMENT OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, all of its assets remaining after payments of all costs and expenses of such dissolution, including residual assets, shall be distributed to South Miami Senior High School for the purpose of support of the South Miami Senior High interscholastic baseball program to the extent allowable within the meaning of section 501(C)(3) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer, or director of this corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle 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.

WITNESS the hand and seal of the Incorporator in Miami-Dade County, State of Florida, this 14th day of June, 2007.



LIDIA I. DANIA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is: Cobras Baseball Booster Club, Inc.
2. The name and address of the registered agent and office is:

LIDIA I. DANIA

6295 SW 35 Street

Miami, Florida 33155

Having been named as registered agent and to accept service of process for the above stated corporation 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.

 6/14/07
(signature) (date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA