

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Phipps Park Baseball, Inc.

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Corporate Filing Menu

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**ARTICLES OF INCORPORATION
OF
PHIPPS PARK BASEBALL, INC.
(a Florida not for profit corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, acting as the incorporator of Phipps Park Baseball, Inc. adopt the following Articles of Incorporation for such corporation pursuant to chapter 617, Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be Phipps Park Baseball, Inc. (the "Corporation").

ARTICLE II - PURPOSES

The Corporation is organized and shall be operated exclusively for such charitable and educational purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue law. More specifically, the Corporation is organized for the general purpose and objective of the education of the youth of Palm Beach County, Florida in the ideals of good sportsmanship and fair play through the means of a supervised, competitive youth baseball program focused on instruction in the fundamental skills, techniques and knowledge that are integral to the game. The Corporation shall be authorized to engage in such activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and of the United States.

ARTICLE III - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by and under the authority of a Board of Directors, consisting of at least one member. Directors of the Corporation shall be elected in the manner provided in the bylaws of the Corporation. The number of directors of the Corporation may be changed in accordance with the bylaws of the Corporation, provided that the number of directors shall never be less than one. The qualifications to serve as a director, the terms for which the directors shall serve, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualify are:

Lloyd Walker
P.O. Box 6336
West Palm Beach, Florida 33405

David L. Perry
P.O. Box 6336
West Palm Beach, Florida 33405

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ARTICLE IV - OFFICE AND MAILING ADDRESSES

The street address of the initial principal office of the Corporation is c/o David L. Perry, Jr., 222 Lakeview Avenue, Suite 1000, West Palm Beach, Florida 33401. The mailing address of the Corporation is P.O. Box 6336, West Palm Beach, Florida 33405.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is David L. Perry, Jr. and the street address of the initial registered office of the Corporation is 222 Lakeview Avenue, Suite 1000, West Palm Beach, Florida 33401.

ARTICLE VI - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal 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.

ARTICLE VII - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 corresponding provisions 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 Code or corresponding provisions of any future United States internal revenue law.

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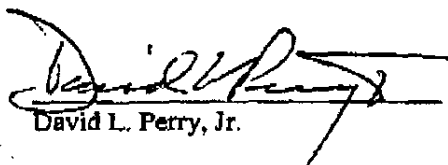
ARTICLE VIII - BYLAWS

The Board of Directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is David L. Perry, Jr., 222 Lakeview Avenue, Suite 1000, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of June, 2007.



David L. Perry, Jr.

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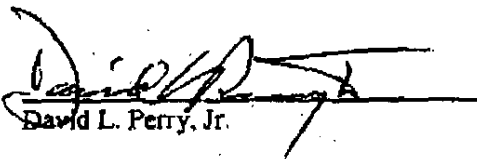
**CERTIFICATE OF DESIGNATION OF ADDRESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Phipps Park Baseball, Inc., desiring to organize under the laws of the State of Florida, has named David L. Perry, Jr. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at 222 Lakeview Avenue, Suite 1000, West Palm Beach, Florida 33401, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated as of June 22, 2007.


David L. Perry, Jr.

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TALLAHASSEE, FLORIDA

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