

NO7000009641

(Requestor's Name)

Bruce A. Haught

ATTORNEY AT LAW
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DESTIN, FL 32540

(City/State/Zip/Phone #)

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ARTICLES OF INCORPORATION
OF
EMERALD COAST BLAZERS, INC.

ARTICLE I - NAME

The name of this corporation is EMERALD COAST BLAZERS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing unless dissolved according to law.

ARTICLE III - STOCK

The corporation shall not issue shares of stock.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 552 Pocahontas Drive Ft. Walton Beach, FL 32547.

ARTICLE V - CORPORATE PURPOSE

The purposes for which the corporation is organized for are:

The Corporation is a Not for Profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit and is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under § 501(c)3 of the Internal Revenue Code (or corresponding section of any future tax code). No part of the income or the assets of the corporation is distributable to or for the benefit of its directors or officers, except for the extent permissible under these articles, under the law and IRC 501(c)3. If the corporation has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these articles, under the law and under IRC §501(c)3. The corporation shall strive to obtain funds to be used for the benefit of the corporation, either through Grants, Endowments, Gifts, Charges, Devises, Bequests, Membership Dues or otherwise, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this corporation.

The corporation is organized, and shall be operated exclusively for charitable, scientific and education purposes including, but not limited to:

1. The development of programs designed to provide the youth of Northwest

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Florida with proper training and education in the game of baseball;

2. To provide opportunities for the youth of Emerald Coast Blazers, Inc., to participate in competitive baseball; and

3. To assist members of Emerald Coast Blazers, Inc., in obtaining baseball scholarships by helping them to develop personal portfolios and provide opportunities to be seen by college recruiters.

4. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed and governed by its Board of Directors and such Officers as they shall designate to perform the Executive functions of the operation of the corporation. The Board of Directors shall be elected by the members of the corporation and shall also be members of the Corporation. The members of the Corporation shall consist of not less than three (3) persons. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

Director/President Teresa Jean Fought
 552 Pocahontas Dr.
 Ft. Walton Beach, FL 32547

Director/Secretary Danielle Faye DeGennaro
 9 Clark Rd.
 Hurlburt Field, FL 32544

Director/Treasurer E. Michael Freeman
 4062 Drifting Sand Trail
 Destin, FL 32541

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a Chairperson, President, Secretary and Treasurer who shall perform the usual functions of these offices. The Board of Directors as provided in the Bylaws, may appoint Vice Presidents from time to time.

ARTICLE VIII - MEMBERS AND MEMBERSHIP

The membership of this Corporation shall consist of Citizens of the United States of good character and reputation admitted to membership as hereinafter provided:

1. All persons herein named as Directors or Officers of the Corporation;

2. Other qualified persons supportive of the not-for-profit Corporations purposes, nominated by any member of this Corporation and elected to membership by a majority vote of the Board of Directors of this corporation;

3. Any organization that is supportive of the not-for-profit Corporations purposes, nominated by and elected to membership by a majority vote of the Board of Directors of the Corporation;

4. The Board of Directors at its discretion, may establish other membership classifications reflecting either a specific level of active support or of financial contribution of support by individuals or organizations. Such classifications may include, but not limited to: Supporting members, Sustaining members and or Advisory members.

ARTICLE IX - ANNUAL MEETING

The annual meeting of members and of the Board of Directors shall be held on the first Monday of November of each year. Special meetings may be called and held as provided in the Bylaws of this Corporation.

ARTICLE X - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XI - ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors at the first organizational meeting of The Board of Directors.

Thereafter, the Bylaws of the corporation may be amended or adopted at any regular meeting or at any special meeting called for that purpose by majority vote of those Directors present and voting so long as they do not conflict with the provisions of these Articles. Proposed Bylaw amendments are to be furnished to each Director at least five (5) days prior to any such special meetings, and notice given to each director at least five (5) days prior to said special meetings.

ARTICLE XII - ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS APPLICATION THEREOF

The officers of Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special fund, purposes, or uses. The Corporation shall, at all times, reserve all rights over, interest in,

and control or such contributions. The Corporation shall, have full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use so as to ensure that all contributions will be used to carry out its purposes as set out in Article V. If the Corporation is a beneficiary of any gift, devise or bequest subject to conditions subsequent with respect to the administration or alienation of the property, the Corporation shall at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE XIII - GOVERNING LAW

The Laws of the State of Florida shall govern the operation of the Corporation. The Board of Directors, however, is prohibited from exercising any power of discretion granted under said laws that would be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Code and the corresponding regulations.

ARTICLE XIV - INDEMNIFICATION

There shall be no personal liability by members, officers, or directors for the obligations of the Corporation to the fullest extent permitted by law.

ARTICLE XV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 543 Harbor Boulevard, Suite 403, Destin, FL 32541.

ARTICLE XVI - INCORPORATOR

The name and address of the person signing these articles is Bruce A. Haught, 543 Harbor Boulevard, Suite 403, Destin, FL 32541.

ARTICLE XVII - GENERAL POWERS

The Corporation shall have the right to exercise all rights and powers conferred by the laws of the State of Florida on non-profit corporations, including, but not limited to, those rights set forth in Florida Statutes §617 and the following powers: to acquire bequests, devise, gifts, grants, donations, contributions, purchase, lease or otherwise, property of any sort or nature without limitation as to its amount or value, and to hold, invest, re-invest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

To do any other things incidental to the powers of the corporation or necessary or desirable in order to accomplish the purpose of the corporation.

ARTICLE XVIII - EARNINGS

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), trustees, directors, officers or any private persons, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of §501(c)3 purposes.

ARTICLE XIX – TAX EXEMPT ORGANIZATION

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation IRC §501(c)3 and which is other than a private foundation as defined in IRC §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation to such extent as would result in the loss of exemption under § 501(c)3. The corporation shall not participate in, or intervene in, (including publishing or distribution of statements) any political campaign or on behalf of, or in opposition to, any candidate for public office. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

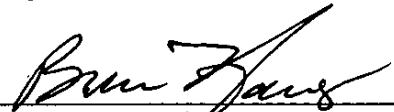
Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on, (a) by a corporation exempt from Federal income tax under §501(c)3 of the Internal Revenue Code (or corresponding section of any future Federal tax code). Or (b) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE XX - DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine or shall be distributed to the Federal government, or to a state or local government, for a public purpose. For purposes of this article, an organization is a "qualified organization" only if, at the time or receiving the assets, it is operated exclusively for the purposes

described in IRC §170(c)(1) or IRC § 170(c)(2)(B) and is described in IRC §509(a)(1), (2) or (3).

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 28th day of September, 2007.


Bruce A. Haught, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 and 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 EMERALD COAST BLAZERS, INC.
2. The name and address of the registered agent and office is Bruce A. Haught, 543 Harbor Boulevard, Suite 403, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the 28th day of September, 2007.


Bruce A. Haught, Registered Agent

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