

To: Florida Dept. of State  
Subject: 003997844

From: Kane Wonsch

Friday, December 07, 2007 3:29 PM Page: 1 of 4

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**PIRATE DIAMOND CLUB, INC.**

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**ARTICLES OF INCORPORATION  
OF  
PIRATE DIAMOND CLUB, INC.**

We, the undersigned incorporators, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

**ARTICLE I: NAME**

The name of this corporation shall be PIRATE DIAMOND CLUB, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The address of the corporation's initial corporate office is 11479 57<sup>th</sup> Street East, Parrish, Florida 34219.

The corporation's existence will commence *June 15, 2007*; provided however, that such date is within five (5) business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five (5) business days of the date of filing, then the corporation's existence will commence on the date these articles of incorporation are filed by the Department of the State of the State of Florida.

**ARTICLE III: PURPOSE**

The corporation is to be organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any future similar laws. The general objectives of the corporation will be to assist in the teaching and training of baseball to the youths of Braden River High School which in turn combats juvenile delinquency through the development of strong personal character and integrity, while lessening the financial burden of government, of which such terms, provisions, conditions and limitations as may be set forth in the corporations By Laws. The corporation will solicit and accept support from the general public. No part of the net earnings of the corporation will 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 services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of its activities of the corporation shall be the carrying on of propaganda or otherwise attempt to influence legislation; nor will the corporation participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision in 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 Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

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The corporation will otherwise have all the powers necessary, proper, advisable or convenient to accomplish its purposes and objectives and to do all things incidental thereto or connected therewith not prohibited by law.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution, liquidation, and winding up of the corporation, the Board of Directors shall, after paying or making provision for all the corporations liabilities, dispose of the assets of the corporation exclusively to one or more organizations organized and operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and any similar laws. Any assets not so disposed of shall be disposed exclusively for such purposes by a court or competent jurisdiction in the county where the corporation's principal offices were last located.

#### **ARTICLE IV: MANNER OF ELECTION**

All of the corporation's corporate powers shall be exercised by or under the authority, and all of the corporation's affairs will be managed under the direction, of it's Board of Directors. The number of Directors will be determined as set forth in the corporation's By-Laws but in no event will the corporation have fewer than three directors.

#### **ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS**

The names and addresses of the corporation's initial Directors are set forth below:

Director - Eric Pearson, 6106 91<sup>st</sup> Street East, Bradenton, Florida 34202  
Director - Jeff Phillips, 11479 57<sup>th</sup> Street East, Parrish, Florida 34219  
Director - Scott Monroe, 11115 8<sup>th</sup> Avenue East, Bradenton, Florida 34212  
Director - Tom Meador, 12101 Whistling Way, Bradenton, Florida 34202

#### **ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the registered agent is:

Jeffrey S. Phillips  
11479 57<sup>th</sup> Street East  
Parrish, Florida 34219

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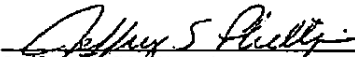
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**ARTICLE VII: INCORPORATOR**

The name and address of the incorporator is:

Jeffrey S. Phillips  
11479 57<sup>th</sup> Street East  
Parrish, Florida 34219.

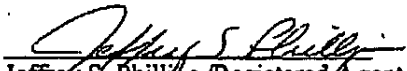
The undersigned incorporator has executed these Articles of Incorporation this  
6<sup>th</sup> day of December, 2007.

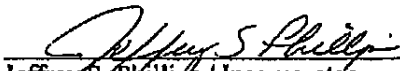
  
Jeffrey S. Phillips, Incorporator

**ARTICLE IX: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

1. The name of the corporation is: PIRATE DIAMOND CLUB, INC.
2. The name and address of the registered agent is Jeffrey S. Phillips, 11479 57<sup>th</sup> Street East, Parrish, Florida 34219.

  
Jeffrey S. Phillips / Registered Agent  
11479 57<sup>th</sup> Street East  
Parrish, Florida 34219

  
Jeffrey S. Phillips / Incorporator  
11479 57<sup>th</sup> Street East  
Parrish, Florida 34219

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