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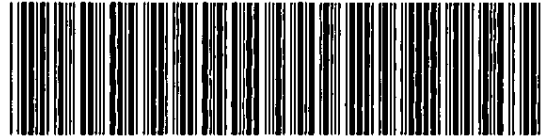
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BOCA THUNDER BASEBALL, INC.**

STAT OF FLORIDA

PALM BEACH COUNTY

BE IT KNOWN, that on the 18 day of January 2008, before me, a Notary Public in and for the State of Florida personally came and appeared the undersigned person(s) of full age of majority whose signatures are subscribed, who declared, in the presence of the undersigned competent witnesses, that availing him/her of the provisions of Chapter 617, Florida Statutes, as amended, he/she does hereby organize a non-profit corporation under and in accordance with these Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is:

BOCA THUNDER BASEBALL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal administrative location shall be:

9858 Clint Moore Road
Suite C111-228
Boca Raton, Florida 33496

ARTICLE III - PURPOSE

The Boca Thunder Baseball, Inc.(referred to as "BTBI") corporation is organized for charitable purposes and to carry on the following specific and primary objectives:

- a. The purpose of the Boca Thunder Baseball, Inc. shall be to establish firmly in the boys and girls of the community the ideals of good sportsmanship, team play, honesty, loyalty, courage and respect for authority.

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- b. The BTBI organization will attempt to provide an environment that will remain sensitive to the physical and emotional well being of the players.
- c. BTBI will provide a supervised program with rules and regulations as determined by the BTBI Board of Directors. All directors, officers, and members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary to providing an environment that fosters good sportsmanship and solid ideals for the youth involved in the program.
- d. BTBI is committed to the establishment of rules, regulations, and guidelines that are designed to provide models for safety within a controlled competitive environment with the primary goal of teaching the game and good sportsmanship ideals to players and members to deliver an enjoyable experience to the participants in the organization.
- e. Any word used herein in the masculine gender shall also include the feminine gender in all cases where appropriate.

ARTICLE IV – BOARD MEMBERS AND OFFICERS MANNER OF ELECTION

The manner of electing board members and officers shall be indicated and authorized in the adopted by-laws.

ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS

- A. The names of the first directors and addresses are as follows:

Peter Graffeo, President
975 SW 21st Way
Boca Raton, FL 33486

Jim Spooner, Vice-President
1148 Parkside Circle, N.
Boca Raton, FL 33486

MaryLou Saks, Secretary/Treasurer
10505 Rio Lindo
Delray Beach, FL 33446

- B. The number, qualifications, terms of office, manner of election, compensation, powers and duties of the commissioners, the time place and manner of calling, giving notice of and conducting commissioner's meetings and the number of

commissioners which shall constitute a quorum shall be prescribed in the by-laws.

- C. The terms "commissioner" and "board of commissioners" shall be read to be analogous of the terms "director" and "board of directors".

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The full name and postal address of its registered agent is:

MaryLou Saks
10505 Rio Lindo
Delray Beach, Florida 33446

ARTICLE VII – INCORPORATOR

The full name and postal address of the incorporator of this organization is as follows:

Peter Graffeo
975 SW 21st Way
Boca Raton, FL 33486

ARTICLE VIII – NATURE OF THE CORPORATION

Boca Thunder Baseball, Incorporated is a non-profit, non-member corporation organized under the laws of the State of Florida, not involving pecuniary benefits or gain to its commissioners and not paying dividends or other pecuniary remuneration to commissioners or officers; provided that the corporation may pay reasonable compensation or salaries for services rendered.

ARTICLE IX – DURATION

Boca Thunder Baseball, Incorporated shall enjoy cooperate existence perpetually.

ARTICLE X – BASIS OF ORGANIZATION

This corporation shall be organized without capital stock and is designated as a "non-member" corporation.

The founders Peter Graffeo, Jim Spooner, and MaryLou Saks shall hold a permanent position on the Board of Directors, as well as on the Executive Committee of the corporation and as upper-management employees.

ARTICLE XI – DUES AND ASSESSMENTS

All matters pertaining to dues and assessments and the enforcement of same shall be regulated by the Board of Directors of the corporation.

ARTICLE XII –BY LAWS

The Board of Directors shall have authority to make and alter by-laws, including, but not limited to, the right to make or alter by-laws fixing their qualifications, classification or term of office, or fixing or increasing the compensation for services rendered to the corporation. However, the Board of Directors shall not have the authority to alter or revoke the permanent positions of Peter Graffeo, Jim Spooner, or MaryLou Saks.

ARTICLE XIII – LIABILITY OF MEMBERS & OFFICERS

No member or officer shall be personally liable for the obligations of the corporation. The corporation shall provide liability insurance coverage for all acting members of the Board of Directors.

ARTICLE XIV

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax law.

In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XV

No part of the net earnings of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for corporation affecting one or more of its purposes, and no director and/or officer of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XVI

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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

ARTICLE XVII - DISSOLUTION

Upon the liquidation or dissolution of the BTBI, after payment of all of the liabilities of the corporation, or due provision therefore, all of the assets of the BTBI shall be disposed of pursuant to Florida provision of Section 501c3 of the Internal Revenue code or to other organizations with similar purposes and similar tax exemptions

THIS DONE AND SIGNED, in triplicate, at my office in the STATE OF FLORIDA aforesaid on the day, month, and year hereinabove set forth, and in the presence of the undersigned competent witnesses and me, after due reading of the whole.

WITNESSES:

Kelly Graffeo


INCORPORATOR:

Peter Graffeo
Peter Graffeo

Sworn and Subscribed to before

Me on the 18th day, JANUARY, 2008
first above set forth

John J. McDonough
NOTARY

NOTARY PUBLIC-STATE OF FLORIDA
 John J. McDonough
Commission # DD406784
Expires: MAR. 14, 2009
Bonded Thru Atlantic Bonding Co., Inc.

STATE OF FLORIDA
ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF

BOCA THUNDER BASEBALL, INC.

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 obligations of my position as registered agent.



MaryLou Saks
signature of registered agent

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