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Division of Corporations

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DIVISION OF CORPORATION

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## FLORIDA PROFIT/NON PROFIT CORPORATION

**PENSACOLA SENIOR SOFTBALL ASSOCIATION, INC.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PENSACOLA SENIOR SOFTBALL ASSOCIATION, INC.  
(A Corporation Not-For-Profit)**

**KNOW ALL MEN BY THESE PRESENTS**, that the undersigned, desiring to form a corporation pursuant to the Not For Profit Corporation Act of the State of Florida, does hereby make, subscribe and acknowledge this certificate, constituting Articles of Incorporation, as follows:

1. Name and Address: The name of the corporation shall be the PENSACOLA SENIOR SOFTBALL ASSOCIATION, INC., (the "Corporation"). The address of its principal office is 3010 Selma Street, Pensacola, Florida 32507, and the mailing address is P.O. Box 16063, Pensacola, Florida 32507.

2. Incorporator: The name and address of the incorporator is as follows:

Robert L. Davis  
P.O. Box 16063  
Pensacola, Florida 32507

3. Officers: The officers of the Corporation who shall manage the affairs of the Corporation, subject to the direction of the Board of Directors, shall be a President, one or more Vice Presidents, as may be determined by the Board of Directors from time to time, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person.

4. Purpose: The purposes for which this Corporation is organized are:

A. The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable purposes.

B. To operate exclusively in any manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

C. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or

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growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this Corporation is organized.

5. Earnings and Activities of Corporation:

A. 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

C. 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

6. Distribution of Assets: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner to such organization or organizations organized and operated exclusively for charitable purposes as shall at any time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

7. Declaration of Assets: The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

8. Capital Stock: The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

9. Members: The Corporation shall have members. Qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the by-laws.

10. Liability: None of the members, directors or officers of this Corporation shall be personally liable for its debts, liabilities or obligations.

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11. Initial Board of Directors: The general management of the Corporation shall be managed by a Board of Directors, the number of members of which shall be three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3). The names of the initial directors of this Corporation who shall act until their successors are duly chosen and qualified are as follows:

Lawrence B. Carrick

Robert L. Martin

Robert L. Davis

12. Indemnification: This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporations Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members (if any) or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

13. Initial Registered Office and Registered Agent: The street address of the initial registered office of this Corporation is 3010 Selma Street, Pensacola, Florida 32507 and the name of the initial registered agent of this Corporation at the address is Robert L. Davis.

IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, I have executed these articles of incorporation, this 14 day of May, 2008.

Robert L. Davis  
Robert L. Davis, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR **PENSACOLA SENIOR SOFTBALL ASSOCIATION, INC.**, A FLORIDA NOT FOR PROFIT CORPORATION (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF THE FLORIDA STATUTES.

Date: May 14, 2008

Robert L. Davis  
Robert L. Davis, Registered Agent

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