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NO. 380

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**W080000005441****Florida Department of State**

Division of Corporations

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**RESUBMIT**

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**FLORIDA PROFIT/NON PROFIT CORPORATION****PHS BASEBALL BOOSTER CLUB, INC.**

Certificate of Status	1
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Page Count	05 6
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DIVISION OF CORPORATION

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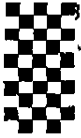
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June 4, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

**RESUBMIT**

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SUBJECT: PES BASEBALL BOOSTER CLUB, INC.  
REF: W08000027282

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E08000143344  
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P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I - NAME**

The name of the corporation shall be:

PHS Baseball Booster Club, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of PHS Baseball Booster Club, Inc. is:

Pensacola High School  
500 W. Maxwell St.  
Pensacola, FL 32501

**ARTICLE III - PURPOSE**

The purpose for which PHS Baseball Booster Club, Inc. is organized is:

PHS Baseball Booster Club, Inc., is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for public and charitable purposes. PHS Baseball Booster Club, Inc. is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of PHS Baseball Booster Club, Inc. is:

- Help develop leadership ability and foster team spirit among the athletes
- Provide financial support and assist with fund-raising activities to support the costs of equipment, uniforms, liability insurance, umpires, and other associated expenses.
- Increase the visibility of the baseball team and facilitate communication between the School, the Coach and the Organization.

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TALLAHASSEE, FLORIDA

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ARTICLE IV - MANNER OF ELECTION

The number of directors constituting the initial Board of Directors shall be four (4). The officers /directors of PHS Baseball Booster Club, Inc. shall be elected annually in accordance with the Bylaws, by the members and shall serve for a year as a member of the Board of Directors, subject to the rights of any officer under any employment contract. The Board of Directors may appoint and authorize the President, or another officer to appoint any other officers that PHS Baseball Booster Club, Inc. may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

ARTICLE V - INITIAL DIRECTORS AND/OR OFFICERS

PHS Baseball Booster Club, Inc.'s first Board of Directors shall be comprised of the following persons:

President:	David Giannotti
Vice President:	Fred Luke
Secretary:	Carol Nelson (Ruchsamen)
Treasurer:	Richard Sellers

They shall hold their office until their successors are elected and qualified or until they resign.

ARTICLE VI - PROHIBITION ACTIVITIES

No part of the net earnings of PHS Baseball Booster Club, Inc. shall inure to the benefit of, or be distributable to its members, if any, directors, officers, or other private persons, except that the PHS Baseball Booster Club, Inc. 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. No substantial part of the activities of PHS Baseball Booster Club, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and PHS Baseball Booster Club, Inc. shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, PHS Baseball Booster Club, Inc. shall not carry on activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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ARTICLE VII - DISPOSITION OF ASSETS UPON DISSOLUTION

In the event that the PHS Baseball Booster Club, Inc. shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of PHS Baseball Booster Club, Inc., may transfer or dispose of PHS Baseball Booster Club, Inc.'s property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of PHS Baseball Booster Club, Inc.'s Board of Directors, have purposes similar to those of PHS Baseball Booster Club, Inc. or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any PHS Baseball Booster Club, Inc. assets upon dissolution or sale of the assets of PHS Baseball Booster Club, Inc.

ARTICLE VII - AMENDMENT

Amendment to these Articles shall be permitted as provided for in Bylaws.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of PHS Baseball Booster Club, Inc. is:

Pensacola High School  
500 W. Maxwell Street  
Pensacola, FL 32501

The name of the initial registered agent of PHS Baseball Booster Club, Inc. is:

David Williams, Vice Principal  
c/o Pensacola High School  
500 W. Maxwell Street  
Pensacola, FL 32501

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ARTICLE X - INCORPORATOR

The name and the street address of the incorporator to these Articles of Incorporation is:

Carol A. Ruebsamen  
25 West Cedar Street, Suite 550  
Post Office Box 1390  
Pensacola, FL 32591-1390

ARTICLE XI

Corporate existence shall begin on the date this subscription is executed.

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated PHS Baseball Booster Club, Inc. 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.

  
\_\_\_\_\_  
David Williams, Registered Agent

4/9/08  
Date

  
\_\_\_\_\_  
Carol A. Ruebsamen, incorporator

4/10/08  
Date