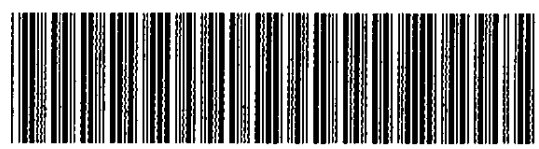


N080000006238



400131641044

06/30/08--01027--012 **78.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Manner of Election
OK
per MaryAnn Dickey
7/1/08

Office Use Only

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN 30 PM 4:34

7/1/08

LAW OFFICES
FRANK J. YONG, P.A.

4570 ST. JOHNS AVENUE, SUITE 1A
JACKSONVILLE, FLORIDA 32210

FRANK J. YONG
TRACI VENABLE, Legal Assistant

June 24, 2008

TELEPHONE
(904) 381-1901
TELECOPIER
(904) 381-1970
E-MAIL
fjyong@
yahoo.com

Department of State
Division of Corporations
Corporations Filings
P.O. Box 6327
Tallahassee, Florida 32314

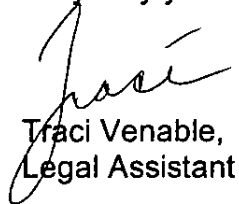
Re: Florida State League Baseball Hall of Fame, Inc.

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations are Articles of Incorporation and a Certificate Designating Registered Agent for the referenced entity. Also enclosed is the firm's check in the amount of \$78.75 representing your filing fees for these two documents of \$70.00 and \$8.75 to obtain a certified copy when available. **Please forward the certified copy to the undersigned at your earliest convenience.**

Thank you for your attention to this matter. Please do not hesitate to contact this office should you have questions regarding this matter.

Very truly yours,



Traci Venable,
Legal Assistant

/tlv
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN 30 PM 4:34

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN 30 PM 4:35

THE FLORIDA STATE LEAGUE BASEBALL HALL OF FAME, INC.

The undersigned Incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this Corporation shall be **The Florida State League Baseball Hall of Fame, Inc.**

ARTICLE II.

PURPOSES AND POWERS

1. Purpose.

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or the corresponding provision of any future United States Internal Revenue Law). More specifically, the Corporation will build a Florida State Baseball Hall of Fame and/or a Baseball Museum.

2. Powers.

(a) The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of §501(c)(3) of the Code. To this end the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(ii) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all

property, real or personal, including shares of stock, bonds and securities of other corporations.

(iii) To enter into contracts with any person, firm, association, corporation, municipality, country, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to this Corporation by its charter, bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

(ii) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(iv) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Code or by an organization, contributions to which are deductible under §170(c)(2) or 2055(a) of the Code.

(v) Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations which themselves are exempt as organizations described in §§501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III.

If the Corporation is a Private Foundation within the meaning of §509 of the Code, and is not an Operating Foundation as defined by §4942(j)(3) of the Code, then the provisions of this Article III shall apply.

(a) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IV.

MEMBERS

The sole class of members of the Corporation shall be its Board of Directors and the number of members shall be the number of Directors constituting the Board of Directors. A Director shall be admitted to the membership of the Corporation upon taking office as a Director. A Director shall be the General Manager from each Baseball Club of the Florida State League of Professional Baseball Clubs, Inc. The qualifications for members and the manner of their admission shall be as set forth in the Bylaws.

ARTICLE V.

TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation shall be 115 E. Orange Avenue, Daytona Beach, Florida 32114 and mailing address of the Corporation shall be P.O. Box 349, Daytona Beach, Florida 32114.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

(a) The street address of the registered office of this Corporation is 444 Seabreeze Boulevard, Suite 900, Daytona Beach, Florida 32118.

(b) The name of the registered agent of this Corporation located at the address of the registered office is Charles D. Hood, Jr.

ARTICLE VIII.

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows: Charles D. Hood, Jr., P.O. Box 15200, Daytona Beach, Florida 32115.

ARTICLE IX.

OFFICERS

(a) The Corporation shall have a President and a Secretary and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, a Treasurer and an Assistant Secretary. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.

(b) Officers shall be elected, removed and hold office as provided in the Bylaws.

(c) The names of the officers who shall hold office until the first meeting of the Board of Directors, and thereafter until successors are elected, are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Charles K. Murphy	115 E. Orange Avenue Daytona Beach, Florida 32114
Vice President	Ken Carson	115 E. Orange Avenue Daytona Beach, Florida 32114
Vice President	Robert Rabenecker	115 E. Orange Avenue Daytona Beach, Florida 32114
Secretary	C. David Hood	115 E. Orange Avenue Daytona Beach, Florida 32114

ARTICLE X.

BOARD OF DIRECTORS

(a) The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of not less than three persons. The members of the Board shall be elected annually by the existing Directors.

(b) The first Board of Directors and their address shall be:

<u>Name</u>	<u>Address</u>
General Manager - Kyle Smith Brevard County Manatees	5800 Stadium Parkway, Suite 101 Viera, Florida 32940
General Manager - John Timberlake Clearwater Threshers Bright House Networks Field	601 N. Old Coachman Road Clearwater, Florida 33765
General Manager - Bill Papierniak Daytona Cubs	105 E. Orange Avenue Daytona Beach, Florida 32114
General Manager - Jason Diplock Dunedin Blue Jays	373 A. Douglas Avenue Dunedin, Florida 34698
General Manager - Steve Gliner Fort Myers Miracle	14400 Six Mile Cypress Parkway Fort Myers, Florida 33912

General Manager - Brian Barns ✓
Jupiter Hammerheads Baseball Club, Inc.

Roger Dean Stadium
4751 Main Street
Jupiter, Florida 33458

General Manager - Zach Burek
Lakeland Flying Tigers

P.O. Box 90187
Lakeland, Florida 33804

General Manager - Shawn Gelnett
Palm Beach Cardinals, LLC.

Roger Dean Stadium
4751 Main Street
Jupiter, Florida 33458

General Manager - Paul Taglieri
St. Lucie Mets

525 NW Peacock Road
Port St. Lucie, Florida 34986

General Manager - Dan Wolfert
The Sarasota Reds, Inc.

1090 N. Euclid Avenue
Sarasota, Florida 34237

General Manager - Vance Smith
Tampa Yankees

One Steinbrenner Drive
Tampa, Florida 33614

General Manager - Katie Siegfried & Shawn Marette
Vero Beach Devil Rays

4101 26th Street
Vero Beach, Florida 32960

(c) In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal, the replacement Director(s) will be elected in accordance with the Bylaws.

ARTICLE XI.

BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Directors in any manner permitted by the Bylaws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE XII.

AMENDMENT

These Articles of Incorporation may be amended by the Members provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under §501(c)(3) of the Code.

ARTICLE XIII.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court,

administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

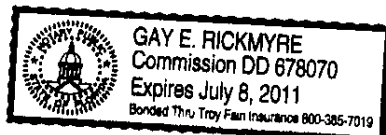
IN WITNESS WHEREOF, the undersigned, being the original Incorporator to the foregoing Articles of Incorporation, has executed these Articles this 13th day of June, 2008.


Charles D. Hood, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 13th day of June, 2008, by **Charles D. Hood, Jr.**, who is personally known to me, or () who produced _____ as identification, and who did take an oath.

NOTARY PUBLIC:




Print Name: _____

State of Florida Seal

My Commission Expires: _____

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THE FLORIDA STATE LEAGUE BASEBALL HALL OF FAME, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA AS A NOT FOR PROFIT CORPORATION WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED
CHARLES D. HOOD, JR., LOCATED AT **444 SEABREEZE BOULEVARD, SUITE 900,**
DAYTONA BEACH, FLORIDA 32118, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.



CHARLES D. HOOD, JR.

Dated: 6/3/08

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED NOT FOR PROFIT CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



CHARLES D. HOOD, JR.

Dated: 6/3/08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN 30 PM 4:35