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TALLAHASSEE, FLORIDA

MRP
9/26

44-43251

GKW&H

GIBSON, KOHL, WOLFF & HRIC, P.L.
1800 Second Street, Suite 901
Sarasota, Florida 34236

Reply To:
P. O. Box 49823
Sarasota, FL 34230

MICHAEL HRIC
Attorney At Law

Telephone: (941) 954-1359

Fax: (941) 953-2501

September 15, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: RAMS BASEBALL CLUB, INC.

Dear Sir/Madam:

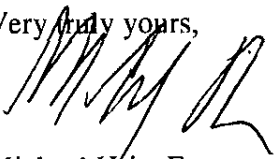
Enclosed, in accordance with Chapter 607, Florida Statutes, please find the original and one (1) copy of the executed Articles of Incorporation for the above-named entity for filing with your office. We have enclosed our check in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) to cover the following fees:

Filing Articles of Incorporation	\$ 35.00
Certified Copy Articles of Incorporation	8.75
Registered Agent Designation	<u>35.00</u>
	\$ 78.75

Kindly forward to the undersigned the certified copy of the Articles of Incorporation, as filed, at your earliest convenience.

Should you have any questions, please feel free to contact our office. Thank you for your assistance in this matter.

Very truly yours,



Michael Hric, Esq.

MH/sam

Enclosures

BRUCE, CATHY\FL DeptOfState-Filing-LTR-Articles of Incorporation-non-profit- 9-15-08



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2008

GKW&H
GIBSON, KOHL, WOFE & HRIC, P.L.
1800 SECOND STREET, SUITE 901
SARASOTA, FL 34236

SUBJECT: RAMS BASEBALL CLUB, INC.
Ref. Number: W08000043251

We have received your document for RAMS BASEBALL CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 708A00050548

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09 SEP 26 AM 8:00
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
RAMS BASEBALL CLUB, INC.**

ARTICLE I - NAME

The name of the corporation shall be:

RAMS BASEBALL CLUB, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be.

5824 Bee Ridge Road, #301
Sarasota, FL 34233

ARTICLE III - NOT FOR PROFIT/PURPOSE

The Corporation is a corporation not for profit as defined in §617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or held for the benefit of Members, if any, nor any of its Directors or Officers. The objectives to be exclusively carried on and promoted by the Corporation, are as follows:

- (a) To be irrevocably dedicated and operated exclusively for purposes described in and contemplated by the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- (b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- (c) Said Corporation is organized exclusively for charitable, religious, educational, and scientific 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

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TALLAHASSEE, FLORIDA

the corresponding provisions of any future United States Internal Revenue Law).

- (d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof. 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 (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, 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (e) The Corporation will accomplish the aforementioned purposes through in general (i) receipt, administration, use and disposition of gifts and bequests to this corporation and (ii) the exercising of any, each and every power incidental, necessary or desirable to the purposes of this Corporation in order to accomplish said purposes, including trust powers, which a corporation not for profit organized under the laws of Florida for the purposes herein set forth can be authorized to exercise.
- (f) The Corporation may not engage in any activity in direct conflict with any rule or regulation of the Sarasota County School Board pertaining to organizations supporting high school athletic activities under the direct or indirect supervision of the Sarasota County School Board. For purposes of these Articles, the term "Sarasota County School board" shall refer to the entity having jurisdiction and authority over Riverview High School found in Sarasota County, Florida.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

4.1 Number and Qualification: The number of Directors may be increased or decreased by the Directors from time to time in accordance with the Bylaws but shall never be less than three (3) nor more than seven (7). The President, Vice President, Secretary and Treasurer shall each be Directors. The Bylaws may provide for ex officio and honorary Directors along with their rights and privileges.

4.2 Duties and Powers: All powers of the Corporation shall be exercised by or under the authority of and the affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The management of this Corporation and all of the duties and powers of the Corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors and its agents, contractors or employees.

4.3 Election; Removal: Except as hereinafter provided, Directors of the Corporation shall be elected at their annual meeting in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed with or without cause by a majority of votes of the Directors and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Any Directors removed from office shall not again become a Director before the next annual meeting of the Board of Directors.

4.4 Present Directors: The names and addresses of the present Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Cathy Bruce	4439 Opal Court Sarasota, FL 34233
Tracy Howard	432 Pine Ranch East Road Osprey, FL 34229
Julie Wood	4653 Sweetmeadow Circle Sarasota, FL 34238
Doreen Sagalow	7001 Scrub Jay Sarasota, FL 34241
Tim Enos	9056 Misty Creek Drive Sarasota, FL 34241

ARTICLE V - INTITAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Michael Hric, Esq.
1800 2nd Street, Suite 901
Sarasota, FL 34236

ARTICLE VI - INCORPORATOR

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

Catherine E. Bruce
4439 Opal Court
Sarasota, FL 34233

ARTICLE VII - LIMITATIONS ON POWERS

The powers of the Corporation shall include and be governed by the following:

7.1 General: The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Bylaws of the Corporation, the Act and shall have all powers conferred by the laws of the State of Florida necessary or desirable and consistent with §501(c)(3) of the Internal Revenue Code of 1986. In furtherance of the objectives of this Corporation, the property of this Corporation is irrevocably dedicated to the exempt purposes of §501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding section of any future Internal Revenue Code.

7.2 Distribution of Income; Dissolution: No part of the net earnings or net income of the Corporation shall inure to the benefit of or otherwise be distributed to any Member, Director or Officer of the Corporation, and no Member, Director or Officer of the Corporation shall receive any recurring benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation and the use, payment or distribution of the net earnings or net income in furtherance of the purposes set forth in Article III. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code, or to the Federal, State, or local government for their exclusive use in furthering the purpose of such organization. For purposes of the foregoing, contribution or distribution to the Sarasota County School Board or the athletic department of Riverview High School shall qualify.

7.3 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law.

7.4 The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

7.5 The Corporation shall not retain any excess business holding as defined in §4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

7.6 The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

7.7 The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

7.8 Notwithstanding any other provision 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 Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under §170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII – OFFICERS

The affairs of the Corporation shall be administered by the individuals holding the corporate offices as provided in the Bylaws and the athletic director of Riverview High School found in Sarasota, County, Florida. The Officers shall be elected by the Board of Directors at their first meeting and may be removed by the Board of Directors at such time and in such manner as may be prescribed in the Bylaws. The Bylaws shall provide for the removal from office of officers, for filling vacancies, for the duties of each officer and for such other officer deemed appropriate by the Board of Directors. The names of the present officers who shall serve until their successors are elected by the Board of Directors are as follows:

President/Assistant Secretary	Cathy Bruce
Vice President	Tracy Howard
Secretary	Julie Wood
Treasurer:	Doreen Sagalow

ARTICLE IX – BYLAWS

The first Bylaws of the Corporation shall be made and adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws by the Board of Directors in any manner not either inconsistent with these

Articles, as amended from time to time hereafter, or applicable to law or the Internal Revenue Code of 1986.

ARTICLE X- NONSTOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XI – NONDISCRIMINATION/MEMBERS

The activities and services of the Corporation shall not be rendered nor denied to anyone because of race, religion, sex or national origin. Membership shall consist of those persons who desire to affiliate with the Corporation in support of the baseball sports program at Riverview High School and its participants. The exact membership criteria shall be determined from time to time by the Board of Directors.


ARTICLE XII - INDEMNIFICATION

In the manner specified in the Bylaws from time to time, when the Corporation shall indemnify each Officer and Director, including every former Officer and Director, permitted by the Florida Not For Profit Corporation Act and when permissible and not inconsistent with the foregoing, the Florida General Corporation Act, for any act or failure to act, duty assumed or other obligation performed by each such person while serving as an Officer or Director of the Corporation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation. All acts of any predecessor of this Corporation, whether but not limited to an association, defacto entity of any kind are ratified, adopted, authorized and approved.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed as of the 12th day of September, 2008.


Catherine E. Bruce, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 9/12/08

Michael Hric
Michael Hric, Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

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TALLAHASSEE, FLORIDA

BEFORE ME, personally appeared, Catherine E. Bruce
[☒] who is personally known to me or [] who produced the following identification
_____ to be the person described in and who executed
the foregoing Articles of Incorporation and acknowledged to and before me that ~~he~~/she
executed said instrument for the purposes therein expressed and ~~did~~ did not take an oath.

WITNESS my hand and official seal this 12th day of September
2008.



Sheryl A. May
Commission # DD447932
Expires September 3, 2009
Bonded Troy Fain Insurance Inc. 800-385-7019

Sheryl A. May
Notary Public
Name Printed: Sheryl A. May
My Commission Expires: 9/3/09
My Commission No: DD447932