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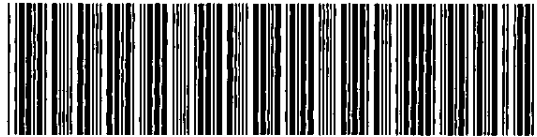
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight NOV 05 2008

# LITVAK BEASLEY & WILSON, LLP

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OF COUNSEL:  
ABIGAIL K. SANDERS‡

October 27, 2008

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

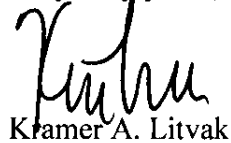
To Whom It May Concern:

Enclosed please find the following:

1. Articles of Incorporation for filing;
2. Check in the amount of \$70.00 representing the filing fee for the Articles of Incorporation and the Designation of Registered Agent.

Should you have any questions regarding this matter, please do not hesitate to call.

Very truly yours,



Kramer A. Litvak

KAL/  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
WAVE BASEBALL OF NORTHWEST FLORIDA, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I. Name

The name of the corporation shall be WAVE BASEBALL OF NORTHWEST FLORIDA, INC.

The principal address of the corporation at the time of incorporation is 360 Gulf Breeze Parkway, Gulf Breeze, Florida, 32561 .

Article II. Duration

The duration of this corporation is perpetual, unless dissolved according to law.

Corporate existence shall commence at on the date these articles of incorporation are filed by the Department of State.

Article III. Purpose

(a) The specific and primary purposes for which this club is formed are to select and operate a youth baseball club in Northwest Florida; to promote and encourage the sport of youth baseball; to encourage the knowledge, skills, and enjoyment of the players; to purchase equipment and facilities related thereto.

(b) The general purposes for which this corporation is organized are to promote and encourage youth baseball in Northwest Florida.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred on not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

Article IV. Qualifications and Admission of Members

The authorized number, qualifications, and manner of admission of members of this

corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

#### Article V. Registered Office and Registered Agent

The street address of the corporation's initial registered office is 360 Gulf Breeze Parkway, Gulf Breeze, Florida, 32561, and the name of the corporation's initial registered agent at that address is Jamie Colston.

#### Article VI. First Board of Directors

The following five (5) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Name	Address
Jeffrey Gill	1188 Mary Lou Lane Gulf Breeze, FL 32563
Kristin Amberson	203 Sabine Drive Pensacola Beach, FL 32561
Keith Currington	804 Poinciana Way Gulf Breeze, FL 32561
Jamie Colston	360 Gulf Breeze Parkway Gulf Breeze, FL 32561
Greg Litton	4296 Brighton Drive Pensacola, FL 32504

#### Article VII. Basis Under Which Corporation Organized

The corporation is a not-for-profit corporation as defined by the Florida Not for Profit Corporation Act, Fla. Stat. § 617.01401. As such, it is not organized for the pecuniary gain or profit of, and none of the net earnings, nor any part thereof, is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

#### Article VIII. Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of four (4) directors. The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the board

of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) Standing Committees. This corporation will have at least two standing committees, as follows: The board of directors will elect annually, from its members, an executive committee of four (4) persons and an admission committee of four (4) persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed by the board of directors.

#### Article IX. Incorporators

The name and address of the incorporator is Jeffrey Gill, 1188 Mary Lou Lane, Gulf Breeze, Florida, 32563.

#### Article X. Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided in the bylaws.


#### Article XI. Amendment of Articles

These articles of incorporation may be amended or repealed, in whole or in part, by the directors in the manner provided in the bylaws.

#### Article XII. Distribution on Dissolution

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) or 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness, the undersigned incorporators have executed these articles of incorporation on the 21<sup>st</sup> day of October, 2008.

  
\_\_\_\_\_  
Jeffrey Gill, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Jamie Colston, am familiar with and hereby accept the appointment as Registered Agent for WAVE BASEBALL OF NORTHWEST FLORIDA, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 30<sup>th</sup> day of October, 2008.

  
\_\_\_\_\_  
Jamie Colston

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AND  
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