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SECRETARY OF STATE ALLAHASSEE, FLORING

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DANIEL M. MARTINEZ 3378 MEADOWRIDGE DRIVE MELBOURNE, FL 32901

November 26, 2008

SECRETARY OF STATE Division of Corporations The Capital Tallahassee, Florida 32301

Re: BREVARD PLASMA BASEBALL, INC.

Dear Sir or Madam:

I have enclosed for filing an Articles of Incorporation for the above-referenced corporation. After filing this document, please return to my office a certified copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$78.75 for applicable fees.

Your attention to this matter is appreciated.

Very truly yours,

Daniel Martinez

ARTICLES OF INCORPORATION

The Act of BREVARD PLASMA BASEBALL, INC. a Florida Not for Profit Corporation

ARTICLE I

Corporate Name

The name of this corporation is BREVARD PLASMA BASEBALL, INC.

ARTICLE II

Corporate Nature

This is a not for profit corporation, organized solely for pleasure, recreation and social activity purposes pursuant to the Florida Not for Profit Corporation Act set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed is exclusively for Social and Recreation Clubs for pleasure, recreation and social activities under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

Management of Corporate Affairs

Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees consisting of no less than three (3) members. The initial number of Trustees of the corporation shall be three (3). The method of electing trustees shall be as stated in the Bylaws.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of the members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was

taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel M. Martinez	3378 Meadowridge Drive Melbourne, Florida 32901
Terry S. Martinez	3378 Meadowridge Drive Melbourne, Florida 32901
Shannon Vassallo	367 Arapahoe Lane Palm Bay, FL 32907

ARTICLE VI

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, 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 Articles of Incorporation.
- (b) No substantial part of the activities of the Corporation, shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for

public office.

- (c) 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 section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.
- (d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt

organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees 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.

ARTICLE VIII

Principal Office

The address of the principal office and the mailing address of the corporation is 3378 Meadowridge Drive, Melbourne, Florida 32901.

ARTICLE IX

Incorporator

The names and addresses of the incorporator of the corporation is:

NAME

ADDRESS

Daniel M. Martinez

3378 Meadowridge Drive Melbourne, Florida 32901

ARTICLE X

Registered Agent and Office

The address of the corporation's registered office shall be

3378 Meadowridge Drive, Melbourne, Florida 32901, and the name of its registered agent at said address shall be Daniel M. Martinez.

ARTICLE XI

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 18th day of November, 2008.

DANIEL M. MARTINEZ

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DANIEL M. MARTINEZ, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: and that an oath was taken.

Witness my hand and official seal in County and State last aforesaid this 3 day of $\sqrt{\nu_m \nu_{er}}$, 2008.

Notary Public State of Florida

Minne

Printed Name of Notary

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of BREVARD PLASMA BASEBALL, INC., Inc., with the registered office at 3378 Meadowridge Drive, Melbourne, Florida 32901 hereby consents to and accepts said designation.

DANIEL M. MARTINEZ

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DANIEL M. MARTINEZ, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: and that an oath was taken.

Witness my hand and official seal in County and State last aforesaid this $\frac{23}{2}$ day of $\frac{1000}{2000}$, 2008.

Notary Public State of Florida

State of Flo

Printed Name of Notary

My Commission Expires:

SHANNON VASSALLO
MY COMMISSION # DD 744167
EXPIRES: April 23, 2012
Bonded Thru Notary Public Underwriters

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SECRETARY OF STATE

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