



**ARTICLES OF INCORPORATION**

**OF**

**BAY CITY BALLERS OF SARASOTA, INC.**

(In compliance with Chapter 617, F.S. (Not for Profit))

**ARTICLE I. NAME**

The name of this corporation shall be BAY CITY BALLERS OF SARASOTA, INC.

**ARTICLE II. MAILING ADDRESS & PRINCIPAL OFFICE**

The mailing address of the corporation is 5913 55<sup>th</sup> Drive East, Bradenton, Florida 34203.

The principal place of business of the corporation is 5913 55<sup>th</sup> Drive East, Bradenton, Florida, 34203.

**ARTICLE III. PURPOSE**

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this Corporation is to foster athletic competition and similar activities for children. In carrying out such purpose, the Corporation shall have the power to exercise all rights conferred by the laws of the State of Florida upon not-for-profit corporations.

B. The purposes for which BAY CITY BALLERS OF SARASOTA, INC. is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or any member 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 no Director 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.

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E. No substantial part of the activities of the Corporations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

F. 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 Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

#### ARTICLE IV. INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee or agent, to the fullest extent permitted by law.

#### ARTICLE V. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of a Board of Directors. The number of the Directors on this Corporation's Board of Directors shall initially be three (3) provided, however, that the number of Directors may be increased or decreased from time to time, as provided in this Corporation's By-laws. Such Directors are to be elected or appointed in the manner provided for by the Corporation's By-laws.

#### ARTICLE VI. APPOINTMENT OF DIRECTORS

When a vacancy in the Board of Directors occurs, then a replacement Board member will be appointed by majority vote of the remaining Board members.

#### ARTICLE VII. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote of the Board of Directors.

#### ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

The initial directors and officers of the corporation are:

Joseph L. Najmy	Director, President
Charles W. Telfair IV	Director, Vice President
Charles W. Telfair IV	Director, Secretary
Joseph L. Najmy	Director, Treasurer
Barbara Najmy	Director

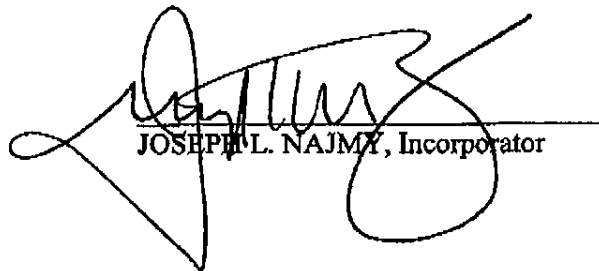
ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of this corporation's initial registered office shall be Joseph L. Najmy, Esq., 6320 Venture Drive, Suite 104, Bradenton, Florida, 34202.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is Joseph L. Najmy, 5913 55<sup>th</sup> Drive East, Bradenton, Florida 34202.

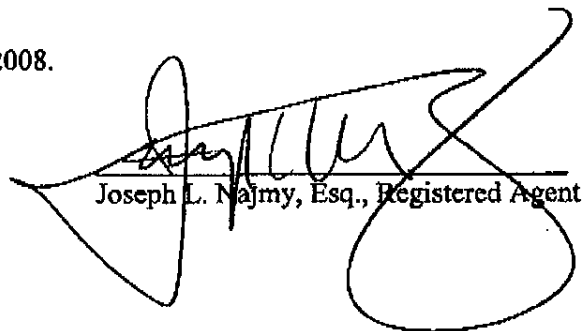
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 12<sup>th</sup> day of December, 2008.

  
JOSEPH L. NAJMY, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BAY CITY BALLERS OF SARASOTA, INC., which is contained in the foregoing Articles of Incorporation. I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 12<sup>th</sup> day of December, 2008.

  
Joseph L. Najmy, Esq., Registered Agent

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