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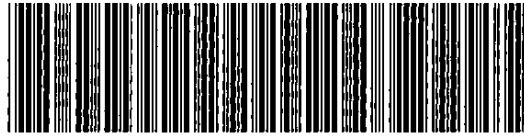
(Business Entity Name)

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01/28/09--01020--001 **70.00

APPROVED
AND
FILED

09 JAN 28 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

COVER LETTER

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

SUBJECT: North Florida Baseball Academy, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ryan Mynard
Name (Printed or typed)

296 South Ferdon Blvd., Suite 5
Address

Crestview, Florida 32536
City, State & Zip

(850) 683-3940
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

APPROVED
AND
FILED

09 JAN 28 PM 3:00

**ARTICLES OF INCORPORATION OF
NORTH FLORIDA BASEBALL ACADEMY, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Florida Not For Profit Corporation, pursuant to the provisions of Florida Statutes Section 617.1006, Florida Statutes Chapter 617 and Section 501 (c)(3) of the Internal Revenue Code (26 U.S.C. § 501 (c)(3)), hereby executes, sets forth and adopts the following Articles of Incorporation of North Florida Baseball Academy, Inc.:

**ARTICLE I
NAME**

The name of the corporation shall be North Florida Baseball Academy, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business of this corporation shall be 602 South Main Street, Crestview, Florida 32536.

**ARTICLE III
PURPOSE**

This corporation is organized exclusively for educational purposes and to foster amateur sports competition, including, for such educational and amateur sports related purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The mission of this corporation is to specifically establish and maintain an amateur baseball team(s) and/or an amateur baseball league(s) in Florida and the northwest Florida region for children that will compete locally, regionally and nationally through similar youth sports organizations.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a nonprofit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code 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 or the corresponding provision of any future United States Internal Revenue Law.

Furthermore, no substantial part of the activities of this corporation shall consist of lobbying or propaganda; or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and this nonprofit corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV
MANNER OF ELECTION**

The method and condition on which directors and/or officers shall be chosen and removed for this corporation shall be held according to the terms and conditions set for in this corporation's bylaws.

**ARTICLE V
INITIAL DIRECTORS AND OFFICERS**

The management of this corporation shall be vested in a board of directors. The number of directors constituting the initial board of directors of this nonprofit corporation is six. The number of directors may be increased or decreased in accordance with the bylaws, but shall never be less than three. The initial officers and directors of this corporation are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Lief C. Smith	406 Huckleberry Lane Freeport, Florida 32439
Vice President	Timothy Armstrong	5915 Oakhill Drive Crestview, Florida 32536
Director	Mike Clements	232 Palmetto Avenue Niceville, Florida 32578
Director	Mike Dean	5888 Houston Lane Crestview, Florida 32539
Director	Russell Gunter	117 Wedgewood Court Crestview, Florida 32536
Director	K.C. Jones	712 Elise Lane Destin, Florida 32541
Director	Pat Paskell	6119 Donald Guy Road Crestview, Florida 32539
Director	Vernon Simmons	5735 Highway 85 North Crestview, Florida 32536

**ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is Vernon Simmons, 602 South Main Street, Crestview, Florida 32536.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is Vernon Simmons, 602 South Main Street, Crestview, Florida 32536.

ARTICLE VIII DISTRIBUTION OF ASSETS, INCOME AND PROPERTY ON DISSOLUTION

Upon the dissolution of this corporation, its assets, net income and property shall be distributed for one or more exempt purpose(s) within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, any assets, net income or property shall be distributed to the American Cancer Society.

ARTICLE IX NOT FOR PROFIT

This corporation is a nonprofit corporation under Florida Statutes, Chapter 617. This corporation is not formed for pecuniary profit. No part of the assets, net income or property of the corporation is distributable to or for the benefit of its directors, members or officers.

ARTICLE X COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE XI AUTHORIZATION

This corporation is authorized under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, and Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XII DEDICATION OF ASSETS

The property and assets of this corporation is irrevocably dedicated to the charitable and educational purposes stated in Article III.

ARTICLE XIII LIMITATION ON THE USE OF CORPORATE ASSETS, INCOME AND PROPERTY

No part of the assets, net income or property of this corporation shall ever inure to the benefit of any director, member or officer of this corporation or to the benefit of any private person.

**ARTICLE XIV
NONSTOCK CORPORATION**

This corporation is a nonstock corporation, and no dividends or pecuniary profits will be declared or paid to the members of this corporation.

**ARTICLE XV
MEMBERSHIP REQUIREMENTS**

The method and condition on which members shall be accepted and discharged or expelled are set forth in the bylaws of this corporation.

**ARTICLE XVI
INDEMNIFICATION FROM LIABILITY**

The agents, employees, directors, members and officers of this corporation shall be indemnified from liability in accordance with Florida Statutes, Chapter 617, for this corporation's acts, debts, liabilities and obligations.

**ARTICLE XVII
AUTHORITY TO COMPENSATE**

This corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

**ARTICLE XVIII
AUTHORITY TO EMPLOY**

This corporation shall be authorized to employ persons as necessary in the furtherance of the purposes set forth in Article III.

**ARTICLE XIX
BYLAWS**

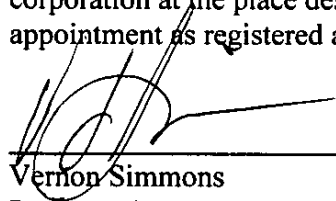
Proposed changes to the bylaws of this corporation may be brought about in accordance with Florida Statutes, Chapter 617, and the bylaws of this corporation.

**ARTICLE XX
AMENDMENTS**

These articles of incorporation may be amended, corrected or repealed in accordance with Florida Statutes, Chapter 617.

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

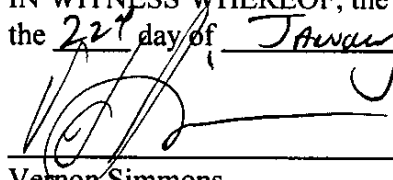


Vernon Simmons
Registered Agent

01/22/2009

Date

IN WITNESS WHEREOF, the undersigned have signed these articles of incorporation on this the 22nd day of January, 2009.



Vernon Simmons
Incorporator

01/22/2009

Date

APPROVED
AND
FILED
09 JAN 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA