

No 9000005378

Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION

liberty city basebal club, inc.

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ARTICLES OF INCORPORATION

OF

LIBERTY CITY BASEBALL CLUB, INC.
a Florida Not-for-Profit Corporation

The undersigned acting as incorporator of a corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this corporation is LIBERTY CITY BASEBALL CLUB, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Principal Office

The street address and the mailing address of the initial principal office of this corporation is:

c/o Herman Moskowitz
3850 Hollywood Boulevard, Suite 204
Hollywood, Florida 33021

ARTICLE IV

Purpose

The purposes for which this corporation is organized are not for pecuniary profit and are exclusively for charitable, religious, educational, scientific, literary, and fostering national or international amateur sports competition all 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. Notwithstanding any other provision of these Articles, this organization

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shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V
Manner of Election of Directors

The method of election of Directors shall be stated in the Bylaws.

ARTICLE VI
Registered Office and Registered Agent

The address of the initial registered office of the corporation and the name of the initial registered agent of the corporation for accepting service of process pursuant to applicable Florida Statutes, is:

Herman Moskowitz
3850 Hollywood Boulevard, Suite 204
Hollywood, Florida 33021

ARTICLE VII
Incorporator

The name and address of the incorporator is as follows:

Mariyi Nevin
c/o Herman Moskowitz
3850 Hollywood Boulevard, Suite 204
Hollywood, Florida 33021

ARTICLE VIII
Limitation

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors or officers, other private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the

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TALLAHASSEE, FLORIDA

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COUNTY OF FLORIDA
TALLAHASSEE

purposes set forth in Article IV hereof to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by: (a) an organization exempt from federal income tax under the Internal Revenue Code Section 501(c)(3), the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Internal Revenue Code Section 170(c)(2), or corresponding sections of any future tax code..

C. No part of the activities of the corporation shall consist of the carrying on of 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.

ARTICLE IX

Dissolution

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine.

A. A non-profit organization or organization which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from Federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

B. A non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from Federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE X

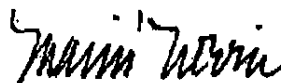
Non-Liability and Indemnification

Except as may be otherwise provided by law, no officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever. The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE XI
Nondiscrimination

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the corporation on the basis of race, creed, national origin, age, sex, handicap or religion. This principle shall be reflected in the Bylaws, and in the policies and programs subsequently enacted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of May, 2009.

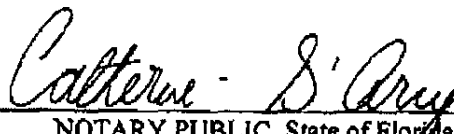


Marivi Nevin, Incorporator

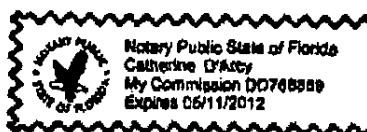
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared Marivi Nevin, who is either personally known to me or produced personally known as identification and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal this 29 day of May, 2009.



NOTARY PUBLIC, State of Florida
My commission expires:

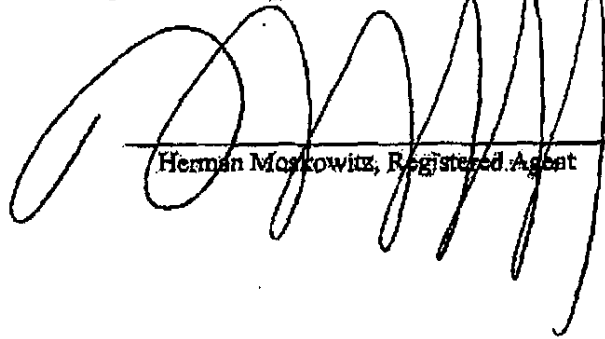


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REGISTERED AGENT ACKNOWLEDGMENT

Having been named as Registered Agent for the above named corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the appointment and obligations of that position and agree to comply with all legal requirements relative thereto,


Herman Moskowitz, Registered Agent

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