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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2009 JUN 22 PM 12:51  
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**ARTICLES OF INCORPORATION**  
**OF**  
**THE BRADENTON BULLDOGS, INC.**

I, the undersigned, do hereby subscribe my name to these Articles of Incorporation for the purpose of creating a Corporation, non-profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I**

**NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

- A. **Name.** The name of this Corporation shall be The Bradenton Bulldogs, Inc.
- B. **Principal Place of Business.** The address of the Corporation's principal place of business is 7807 - 18<sup>th</sup> Avenue West, Bradenton, Florida 34209 and its mailing address is 7807 - 18<sup>th</sup> Avenue West, Bradenton, Florida 34209.
- C. **Registered Agent.** The name and street address of the initial registered agent is Jeffrey S. Goethe, Barnes Walker, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE II**

**OBJECTIVES AND PURPOSES**

The Corporation shall employ the following general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's members in accordance with its published or adopted By-laws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.

- A. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such 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 federal tax code.
- B. 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

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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 these Articles of Organization.

- C. No substantial part of the activities of the corporation 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- E. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively
- F. The Corporation shall establish and publish rules and regulations governing the qualification of its members, the admission and expulsion of its members, and the amount of membership and other fees, if any; establish and adopt the publication of By-laws; and adopt a corporate seal;
- G. The Corporation, through its directors may enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes;
- H. The Corporation, through its directors may borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor;

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### ARTICLE III

#### QUALIFICATION OF MEMBERS

The members of the Corporation shall consist of the subscribers to these Articles, the initial Board of Directors named herein, and of other such persons as shall be from time to time admitted to membership at any meeting of the Board of Directors of the Corporation by a majority vote of all the members present and entitled to vote. Removal of members shall be provided for in the By-laws of the Corporation.

### ARTICLE IV

#### TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the By-laws of this Corporation.

### ARTICLE V

#### NAME AND ADDRESS OF INCORPORATORS

Jeffrey S. Goethe  
3119 Manatee Avenue West  
Bradenton, Florida 34205

### ARTICLE VI

#### DIRECTORS OF THE CORPORATION

The affairs of the Association shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the By-laws of the Corporation.

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The Board of Directors shall be composed of the following: President, Vice President, Secretary, Treasurer, and such other persons as may be provided for in the By-laws of the Corporation. The Board of Directors shall consist of not less than three (3) nor more than ten (10) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the By-laws of this Corporation.

ARTICLE VII

NAMES OF INITIAL DIRECTORS AND OFFICERS

A. Directors:

Steven Towell, President and Treasurer  
7807 18<sup>th</sup> Avenue West  
Bradenton, Florida 34209

Jeffrey S. Goethe  
3119 Manatee Avenue West  
Bradenton, Florida 34205

Richard A. Shaul  
2015 - 74<sup>th</sup> Street N.W.  
Bradenton, Florida 34209

B. Officers:

Steven Towell, President and Treasurer  
7807 18<sup>th</sup> Avenue West  
Bradenton, Florida 34209

Richard A. Shaul, Vice President  
2015 - 74<sup>th</sup> Street N.W.  
Bradenton, Florida 34209

Jeffrey S. Goethe, Secretary  
3119 Manatee Avenue West  
Bradenton, Florida 34205

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## ARTICLE VIII

### AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the membership, officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or By-laws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

## ARTICLE IX

### INCOME DISTRIBUTION AND DEDICATION OF ASSETS RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Is a not-for-profit corporation. No part of the profit, income or assets of this Corporation shall be distributed to its members, directors or officers, except as compensation for services rendered, as allowed by Florida law.

B. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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F. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. Upon its dissolution or winding up, will distribute its assets remaining after payment, or provision for payment, of all of its debts and liabilities equally among the not-for-profit organizations located in Manatee County, Florida, or the one closest to the Corporation if none are located in the County, having the same or similar purposes.

ARTICLE X

DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed equally among the organizations in Manatee County, Florida, or the one located closest to the Corporation if no such organizations are located therein, having the same or similar purpose and having a tax-exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code as now written or as hereinafter amended or under any corresponding provisions of any subsequent federal tax laws. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.

Dated: June 22, 2009

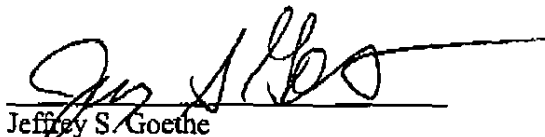
  
Jeffrey S. Goethe, Incorporator

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Acceptance by Registered Agent

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.

Dated: June 22, 2009

  
Jeffrey S. Goethe

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