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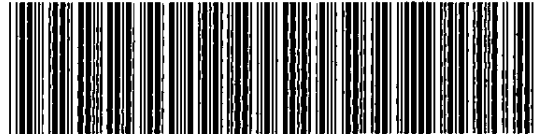
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1/4

WARREN W. DILL
Also admitted in
Wyoming
Nebraska

DILL & EVANS, P.L.
ATTORNEYS AT LAW
1565 US Highway 1
Sebastian, Florida 32958

JOHN G. EVANS
Also Admitted in
California
MICHELLE D. NAPIER

July 31, 2009

Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

**RE: ARTICLES OF INCORPORATION OF FELLSMERE LITTLE LEAGUE, INC.
OUR MATTER NO. 99-010**

Gentlemen:

I have enclosed duplicate originals of the Articles of Incorporation of **FELLSMERE LITTLE LEAGUE, INC.**, along with our check in the amount of \$70.00, for the filing fee of \$35.00, and Designation of Registered Agent of \$35.00. If you find the Articles acceptable, please file one set and stamp and send one set of the Articles back to me at the following address:

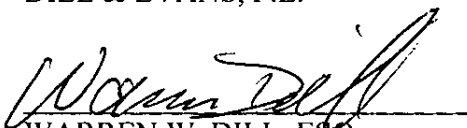
DILL & EVANS, P.L.
Attn: Warren W. Dill, Esq.
1565 US Highway One
Sebastian, Florida 32958

I do not know whether it is necessary for you to receive a consent to use the words "Little League" in the corporation name; however, I have enclosed a sealed "Consent to Use the Words "Little League" in Corporate Title" form Little League Baseball, Incorporated.

Thanking you in advance for your assistance, I remain,

Very truly yours,

DILL & EVANS, P.L.


WARREN W. DILL, ESQ.

WWD/jlb
Enclosure(s) as Noted

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AND
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**ARTICLES OF INCORPORATION
OF
FELLSMERE LITTLE LEAGUE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be: FELLSMERE LITTLE LEAGUE, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of the corporation shall be 13450 77th Street, Fellsmere, Florida 32948 and mailing address of this corporation shall be 13450 77th Street, Fellsmere Florida 32948.

ARTICLE III PURPOSE

This not for profit corporation is organized and shall be operated for the following purposes:

- A. To promote public interest in baseball and sufficient programs for the benefit of children in the City of Fellsmere and neighboring areas; and
- B. To promote a supervised program of competitive baseball and softball games for children; and
- C. To implant firmly in the children participating in the baseball and softball programs the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens; and
- D. The purposes for which Fellsmere Little League, Inc. is organized are exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. All references to sections of the Internal Revenue Code herein shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

ARTICLE IV POWERS

This Corporation shall have the following powers:

- A. All powers necessary or convenient to effect any or all of the corporate purposes, including such powers as granted in Chapter 617, F.S., and all amendments subsequent thereto, subject to the limitations set forth herein.
- 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 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 Article III hereof.
- 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. 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. MEMBERSHIP

- A. The Board of Directors of the corporation shall be the members of this corporation and shall be elected as stated in the Bylaws and Constitution.
- B. The membership shall consist of Player Members and Regular Members as set forth in the Bylaws and Constitution.
- C. The Board of Directors may designate Honorary Members and Sustaining Members as set forth in the Bylaws and Constitution.

ARTICLE VI. BOARD OF DIRECTORS

- A. This Corporation shall be managed by a Board of Directors of not less than three (3) nor more than fifteen (15) members of the corporation; provided that, qualification and election of Directors and other matters regarding functioning of the Board of Directors shall be set forth in the Bylaws and Constitution.
- B. The initial Board of Directors of the corporation shall be:

Joe McManus
13450 77th St., Fellsmere, FL 32948

David Jones
240 Cypress St., Fellsmere, FL 32948

Shawna Cerda
14465 101st St., Fellsmere, FL 32948

Rachel Jones
240 Cypress St., Fellsmere, FL 32948

ARTICLE VII. AFFILIATION

A. Charter. Fellsmere Little League shall annually apply for a charter from Little League Baseball, Incorporated and shall do all things necessary to obtain and maintain such charter. Fellsmere Little League shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

B. Rules and Regulations. The Official Playing Rules and Regulations as published by Little League Baseball, Incorporated shall be binding on Fellsmere Little League.

C. Local League Rules. The local rules, ground rules and/or bylaws of Fellsmere Little League shall be adopted by the Board of Directors at a meeting to be held not less than one (1) month previous to the first scheduled game of the season, but shall in no way conflict with the

Rules, Regulations and Policies of Little League Baseball, Incorporated, nor shall they conflict with the Constitution.

ARTICLE VIII. EXISTENCE, DISSOLUTION

The Corporation shall have perpetual existence, unless dissolved according to law. 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 for such purposes.

ARTICLE IX. AMENDMENT

These Articles or any amendments to them may be amended at a regular or special meeting of the Board of Directors called for that purpose by a majority vote of the Directors then in office. The Bylaws may be approved or amended at a regular or special meeting of the Board of Directors called for that purpose by a majority vote of the Directors then in office.

ARTICLE X. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Corporation designates Joe McManus as its Resident Agent within the State of Florida, whose registered office is located at 13450 77th Street, Fellsmere, Florida 32948, with the following mailing address:

13450 77th Street
Fellsmere, Florida 32948

ARTICLE XI. INCORPORATOR

The name and address of the incorporator is Joe McManus of 13450 77th Street, Fellsmere, Florida 32948, whose mailing address is 13450 77th Street, Fellsmere, Florida 32948.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of June, 2009.



Joe McManus, Incorporator •

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, I AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING, BUT NOT LIMITED TO, SECTION 617.0501, FLORIDA STATUTES, AND I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

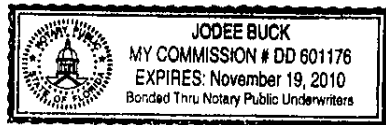


Joe McManus, Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 3rd day of June, 2009, by Joe McManus, who is personally known to me or who has produced as identification.

SEAL





Notary Public, State of Florida
My Commission Expires:
My Commission Number is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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