

NO9000011549

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(Business Entity Name)

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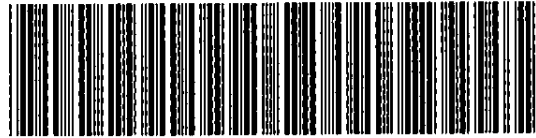
Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

~~W09-52312~~

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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VALIDATION ONLY

11-24-09  
PBR  
Requestor's Name  
Address  
City State ZIP Phone

CORPORATION(S) NAME

Youth Baseball Association of  
Royal Palm Beach, Inc.

- ☐ Profit  
☒ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk-In
- ☐ Amendment  
☐ Dissolution  
☐ Annual Report  
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**ALAN S. ZANGEN, P.A.**

ATTORNEY AT LAW

ALAN S. ZANGEN\*

WELLINGTON CORPORATE CENTER  
1200 CORPORATE CENTER WAY  
SUITE 201  
WELLINGTON, FLORIDA 33414

TELEPHONE (561) 793-2400  
FACSIMILE (561) 753-9966

\* MEMBER FLORIDA BAR, NEW YORK BAR  
AND ILLINOIS BAR

November 20, 2009

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
The Capitol Building, Room 2001  
Tallahassee, Florida 32314

**Re: Youth Baseball Association of Royal Palm Beach, Inc., A Not for Profit Corporation**

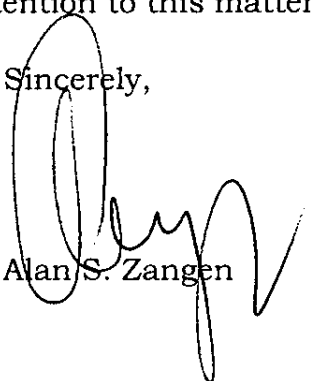
Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation of the above-referenced corporation, and Certificate of Registered Agent for the above referenced corporation.

Additionally, enclosed is my Trust Account check number 18888 in the amount of \$70.00, representing the cost of incorporating. Please forward a conformed copy of the Articles to the attention of the undersigned.

Thank you for your prompt attention to this matter.

Sincerely,

  
Alan S. Zangen

ASZ:dz

Enclosures:

WPDocs\Corporations\YouthBaseballAssocofRoyalPalmBeach\SecState.ltr



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 1, 2009

EMPIRE CORPORATE KIT COMPANY

SUBJECT: YOUTH BASEBALL ASSOCIATION OF ROYAL PALM BEACH, INC.  
Ref. Number: W09000052312

We have received your document for YOUTH BASEBALL ASSOCIATION OF ROYAL PALM BEACH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

An effective date may be added to the Articles of Incorporation **if a 2010 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II

Letter Number: 209A00036787

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2009 DEC -3 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION  
OF  
YOUTH BASEBALL ASSOCIATION OF ROYAL PALM BEACH, INC.**

**THE UNDERSIGNED**, acting as incorporator of a corporation not-for-profit, pursuant to Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is: YOUTH BASEBALL OF ROYAL PALM BEACH, INC. The principal mailing address of the non profit corporation is 128 Pepper Tree Crescent, Royal Palm Beach, FL 33411.

**ARTICLE II - CORPORATE PURPOSE**

The object and purpose of the corporation are exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code. The purpose shall include, but not be limited to any legal purpose or purposes not for pecuniary profit.

**ARTICLE III - MEMBERSHIP**

Section 1: **Eligibility**: Any person shall be eligible for membership in this corporation who has satisfied all membership requirements as set forth time to time, by the Board of Directors.

Section 2: **Application for Membership**: Any person meeting the qualifications and desiring to become a member of the corporation shall make application of a form supplied by the corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

Section 3: **Voting Rights**: Voting rights shall be in accordance with the provision of the By-Laws of this corporation.

Section 4: **Termination of Membership**: Membership may be terminated by expulsion for a just cause or by resignation with thirty (30) days prior written notice to the Board of Directors.

#### **ARTICLE IV - DURATION**

The duration of the corporation is perpetual.

#### **ARTICLE V - MANAGEMENT**

Section 1: The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than five (5) and not more than nine (9) persons. Directors shall be elected or removed in accordance with the procedure provided in the By-Laws. All Board members and officers must be a member of the Corporation.

Section 2: The officers of the corporation shall be a President, a Vice-President, a Secretary; a Treasurer, a Commissioner and such other additional officers as may be provided by the By-Laws of this corporation. These officers shall be elected and shall hold office in the manner provided in the By-Laws of the corporation.

Section 3: The officers and Board of Directors shall service as set forth in the By-Laws of this corporation.

#### **ARTICLE VI - INITIAL OFFICERS AND DIRECTORS**

The names and addresses of the initial officers and Directors who are to manage all of the affairs of the corporation until successors are elected or appointed are:

Scott Houk, President  
128 Pepper Tree Crescent  
Royal Palm Beach, FL 33411

Mike Wallace, Vice-President  
1579 Briar Oak Drive  
Royal Palm Beach, FL 33411

Christina Schneider, Treasurer  
155 Cordoba Circle  
Royal Palm Beach, FL 33411

Kelley Shinkevich, Secretary  
278 Las Palmas St.  
Royal Palm Beach, FL 33411

Martin McKenna, Commissioner  
13018 48th Court N.  
Royal Palm Beach, FL 33411

Jeff Sleek, Director  
118 Ponce De Leon St.  
Royal Palm Beach, FL 33411

Mike Davis, Director  
109 Suffolk Dr.  
Royal Palm Beach, FL 33411

The initial Board and Officers shall hold office until their successors shall be duly elected or until they resign, whichever first occurs.

#### **ARTICLE VII - BY-LAWS**

The By-Laws of the corporation shall be made, altered or rescinded at any regular or special meeting of the Board of Directors of this corporation by a majority vote of the Board of Directors present at any such meeting.

#### **ARTICLE VIII - AMENDMENT TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation of this corporation shall be amended or additional provisions added or adopted at any regular or special meeting of the Board of Directors of this corporation upon the affirmative vote of two-thirds (2/3) of the Board of Directors provided that notice thereof, is provided at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon.

#### **ARTICLE IX - GENERAL**

All income and assets of the corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This corporation shall issue no shares of capital stock nor shall this Corporation distribute any dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators. Nothing herein shall be construed to prohibit the Corporation from making any payment or distributions to its officers, directors or members of benefits, money or property permitted by statute.

#### **ARTICLE X - INCORPORATOR**

The name and residence address of the incorporator of this corporation is as follows:

Scott Houk  
128 Pepper Tree Crescent  
Royal Palm Beach, FL 33411

#### **ARTICLE XI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The above named incorporator, desiring to organize this corporation under the

laws of the State of Florida, hereby designates the corporation registered office to be located at 128 Pepper Tree Crescent, Royal Palm Beach, Florida 33411, and hereby designates and appoints Scott Houk as the Registered Agent of this corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and duly designated.

## **ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any officer, director or employee of the corporation, or any former officer, director or employee of the corporation, to the full extent permitted by and set forth in the Florida General Corporation Act, including legal services.

## **ARTICLE XIII - PROHIBITED ACTIVITIES**

The corporation shall not:

1. Allow any part of its net income to inure to the benefit of officers, directors or members of the corporation or to any other individuals, except in furtherance of its charitable and educational purposes.
2. Conduct any activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulation as they now exist or as they may hereafter be amended.

## **ARTICLE XIV - DISSOLUTION**

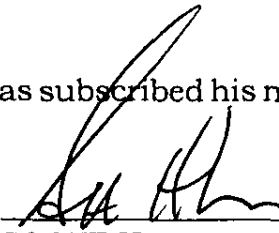
In the event that the corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the corporation shall distribute, by a majority vote of the Board of Directors, all its existing assets to one or more organization which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government or to a State or local government for exclusive public purposes.

## **ARTICLE XV - POWERS**

The Corporation shall have all powers set forth in Chapter 617, Florida Statutes, and all of the power set forth in its By-laws.



**IN WITNESS WHEREOF**, the undersigned has subscribed his name under seal  
this 18th day of November, 2009.

  
\_\_\_\_\_  
SCOTT HOUK

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **YOUTH BASEBALL ASSOCIATION OF ROYAL PALM BEACH, INC.**, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE VILLAGE OF WELLINGTON, STATE OF FLORIDA, HAS NAMED SCOTT HOUK LOCATED AT 128 PEPPER TREE CRESCENT, ROYAL PALM BEACH, FL, 33411, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
SCOTT HOUK  
INCORPORATOR

DATE: November 18, 2009

**ACKNOWLEDGMENT OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
SCOTT HOUK  
REGISTERED AGENT

DATE: November 18, 2009