

FROM : LAZARUS
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NO. : 3052201440

Dec. 08 2009 12:19PM P1

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
EAGLES RBI CLUB, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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DIVISION OF CORPORATIONS
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12/7/2009 1:57 PM

FROM : LAZARUS
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FAX NO. : 3052201440
12/8/2009 10:40:49 AM PAGE

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December 8, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAZARUS

SUBJECT: EAGLES RBI CLUB, INC.
REF: W09000053347

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

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.

If you have any further questions concerning your document, please call (850) 245-6928.

Jim Burch
Regulatory Specialist II
Law Filing Section

FAX Aud. #: H09000253379
Letter Number: 409A00037394

H09000253379
ARTICLES OF INCORPORATION
OF
EAGLES RBI CLUB, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, under the **Florida Not For Profit Corporation Act**, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is EAGLES RBI CLUB, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to support, foster, promote and enhance the development of extra-curricular amateur athletic activities, at local, regional, national and/or international levels, and to engage in any related activities permitted under the laws of the United States, the State of Florida and in accordance with Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

MEMBERS

The corporation shall have authority to issue certificates of membership and the qualifications and rights of membership are to be set forth in the By-Laws.

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ARTICLE V

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is five (5), whose names and addresses are:

Efrain A. Monzon – Director/President
9650 S.W. 64 Street
Miami, FL 33173

Luis Perez – Director/Vice-President
9370 S.W. 69 Street
Miami, FL 33173

Noelia Noda – Director/Treasurer
1920 S.W. 64 Avenue
Miami, FL 33155

Patricia Barandiaran – Director/Secretary
9615 S.W. 56 Terrace
Miami, FL 33173

Olga Garcia – Director/Secretary
6555 S.W. 90 Court
Miami, FL 33173

The directors of this corporation may be either increased or decreased from time to time by the By-Laws of this corporation. However, there shall never be less than three (3) directors, and the election or appointment of the directors is to be stated in the By-Laws.

ARTICLE VI

INITIAL PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The address of this corporation's initial principal office, mailing address and registered office is: 9650 S.W. 64 Street, Miami, FL 33173, and the name of this corporation's initial registered agent at said address is Efrain A. Monzon.

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ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator is:

Luis Perez, 9370 S.W. 69 Street, Miami, FL 33173.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this corporation shall be vested in the Board of Directors and the Members.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the corporation. Said indemnification shall include, but not be limited to the expenses, including the costs of any judgments, fines, settlements, and attorneys fees actually and necessarily paid or incurred in connection with any action, suit or proceedings and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

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ARTICLE XIECONOMIC AFFAIRS OF THE ASSOCIATION,
DISSOLUTION AND LIQUIDATION

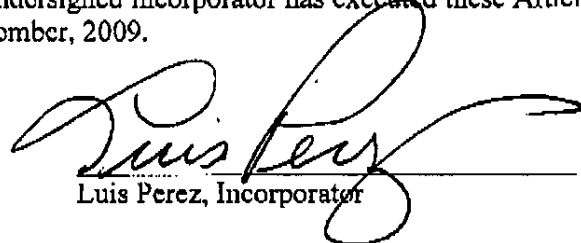
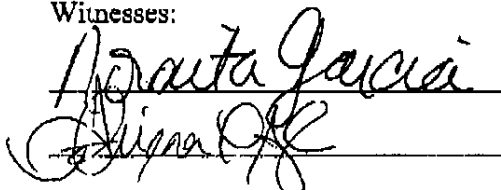
The purposes for which the Corporation is organized are limited to the purposes specified in Section 501(c)(3) of the Internal Revenue Code, to wit exclusively religious, charitable, scientific, literary and/or educational within the meaning of said Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other 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 1954 or the corresponding provision of any future United States internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in the sections 501(c)(3) and 170(c)(2) of the internal Revenue Code of 1954 or corresponding sections of any prior or future internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose. Any provision in the Articles of Incorporation that will not agree or that will oppose and/or contradict this Article XI is null and invalid and will be of no effect and with no legal force.

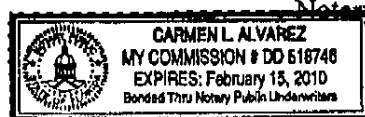
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of November, 2009.

Witnesses:


Luis Perez, Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 19th day of November, 2009, by Luis Perez, who is personally known to me and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.


Notary Public, State of Florida

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FROM : LAZARUS

FAX NO. : 3052201440

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CERTIFICATE OF REGISTERED AGENT

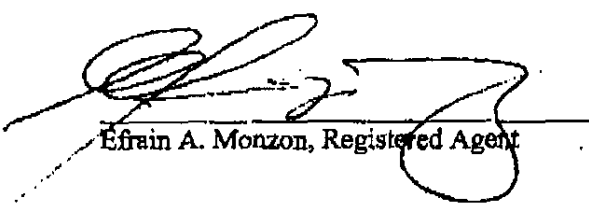
Pursuant to Chapters 607 and 617 of the Florida Statutes, the following is submitted, in compliance with said Act:

That EAGLES RBI CLUB, INC., desiring to incorporate under the laws of the State of Florida has named Efrain A. Monzon with an address of 9650 S.W. 64 Street, Miami, FL 33173 as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 30th day of November, 2009.


Efrain A. Monzon, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA