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No. 6422 P. 2

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NAPLES YOUTH BASEBALL, INC.  
(a Florida Corporation Not For Profit)**

*These Amended and Restated Articles of Incorporation were adopted by a Special Meeting of the Board of Directors and unanimously approved*

**ARTICLE I**

**NAME**

The name of this corporation is **NAPLES YOUTH BASEBALL, INC.**  
(hereinafter called the "Corporation").

**ARTICLE II**

**PRINCIPAL ADDRESSES OF  
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are located at 7795 Davis Boulevard, Suite 205, Naples, Florida 34104.

**ARTICLE III**

**DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV**

**PURPOSES**

The Corporation is organized exclusively for carrying out the §501(c)(3) purpose of educating and expanding the skill of baseball and softball within the youth of America. No part of its activities of the Corporation shall involve the provision of athletic facilities or equipment to any person. The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable, educational or amateur sports purpose.

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**ARTICLE V**

**NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

**ARTICLE VI**

**MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than nine (9).

**ARTICLE VII**

**INITIAL DIRECTORS**

The initial directors of the Corporation shall be:

Albert Doria, Jr.  
889 Grand Rapids Blvd  
Naples, Florida 34120

Jennifer Mysels  
1599 Trafalgar Lane, #102  
Naples, Florida 34116

Maria J. Flores  
4085 24<sup>th</sup> Avenue NE  
Naples, Florida 34120

Directors shall be elected as provided in the Bylaws.

**ARTICLE VIII**

**MEMBERSHIP**

The Corporation shall have no members.

## **ARTICLE IX**

### **DISSOLUTION**

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 sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption 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 X**

### **PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 IV hereof.

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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

**ARTICLE XII**

**AMENDMENT OF BYLAWS**

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

**ARTICLE XIII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

**ARTICLE XIV**

**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683, and the name of its registered agent at such office is Kevin Carmichael.

**ARTICLE XV**

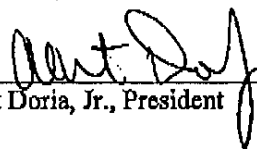
**ADOPTION OF AMENDED AND RESTATED ARTICLES**

These Amended and Restated Articles of Incorporation of the Corporation were adopted by a majority of the Board of Directors at a regular meeting of the Board of Directors. Each of the three (3) directors named above, all present at the meeting and entitled to vote, voted to adopt these amended Articles. The number of directors voting for the amendment and restatement was sufficient under the articles, bylaws and Florida law to adopt the resolution authorizing this amendment and restatement on the 1<sup>st</sup> day of June, 2011.

The Corporation has no members. Therefore, no members were required to vote.

1<sup>st</sup> The date of adoption of these Amended and Restated Articles of Incorporation is the day of June, 2011.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on this 1<sup>st</sup> day of August, 2011.

  
Albert Doria, Jr., President

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN  
THE STATE OF FLORIDA

The name of the Corporation is **NAPLES YOUTH BASEBALL, INC.**

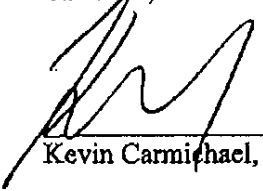
The name of the initial registered agent of the Corporation is Kevin Carmichael, c/o  
Salvatori, Wood & Buckel, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108-2683.

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above  
stated Corporation at the place designated in this certificate, I hereby accept the appointment as  
registered agent and agree to act in that capacity. I further agree to comply with the provisions of  
all statutes relating to the proper and complete performance of my duties, and I am familiar with  
and accept the obligations of my position as registered agent.

Salvatori, Wood & Buckel, P.L.

By:

  
Kevin Carmichael, Registered Agent

Date: August 1, 2011