

N1 0000008602

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000181849780

09/10/10--01012--003 **78.75

DIVISION OF CORPORATIONS

RECEIVED
10 SEP 10 PM 1:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2010 SEP 10 PM 2:18

9/13/10

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Brian V. Bergman
Melissa R. Smith

September 7, 2010

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: LWR Longhorns, Inc.
Our File No. 3011-11-8

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation for LWR Longhorns, Inc, together with our firm check in the amount of \$78.75.

Please have this original copy of the Articles of Incorporation filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	35.00
TOTAL	\$78.75

Thank you for your attention in this matter.

Sincerely,



Charles P. Sacher

CPS/mrs
Enclosures
cc: Anthony DiMare

W:\3011-11-8\wp\Div of Corp ltr filing AOL.wpd

2010 SEP 10 PM 2:18
RECEIVED
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
LWR LONGHORNS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2010 SEP 10 PM 2:18

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a not for profit Corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be:

LWR LONGHORNS, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

7994 Royal Birkdale Circle
Bradenton, Florida 34202

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) To sponsor an amateur youth baseball team solely for recreational purposes;
- (2) To educate young people on the value of participation in team sports;
- (3) To train young people in the sport of baseball;
- (4) To instill in young people the spirit of wholesome competitiveness;
- (5) To encourage young people to exercise their bodies and minds;
- (6) To participate in local, state, regional and national amateur youth baseball organizations, leagues and tournaments; and

- (7) In general, to carry out the purposes described in Paragraphs (1), (2), (3), (4), (5) and (6) included herein, to raise funds through contributions and membership fees and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida, for the purposes of accomplishing the foregoing purposes of the Corporation.

ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 III hereof.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

ARTICLE V CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation.

ARTICLE VI TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII MEMBERSHIP

The members of the Corporation shall consist of the person or persons and organization or organizations as the Board of Directors may elect, by a majority vote, at any annual or special meeting of the Board of Directors.

ARTICLE IX INCORPORATOR

The name and residence address of the incorporator of these Articles of Incorporation is as follows:

NAME

Charles P. Sacher

ADDRESS

7341 SW 162 Street
Miami, Florida 33157

ARTICLE X OFFICERS

(1) The affairs of the Corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.

(3) The names and residence addresses of the officers of the Corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Anthony DiMare	President	7994 Royal Birkdale Cir. Bradenton, FL 34202
Kenneth Sisson	Secretary-Treasurer Vice President	22707 Night Heron Way Lakewood Ranch, FL 34202

ARTICLE XI DIRECTORS

(1) The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than nor more than three (3) directors, who shall be elected in accordance with the By-Laws.

(2) The names and residence addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony DiMare	7994 Royal Birkdale Cir. Bradenton, FL 34202
Kenneth Sisson	22707 Night Heron Way Lakewood Ranch, FL 34202
George Burling Prince III	7211 Teal Creek Glen Lakewood Ranch, FL 34202

ARTICLE XII BY-LAWS AND AMENDMENTS

(1) The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, LWR LONGHORNS, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE XIV
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(7) of the Code, as the Board of Directors shall determine.

WITNESS my hand and seal this 7 day of September, 2010.

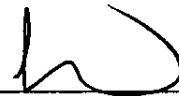
 (SEAL)
Charles P. Sacher, Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) SS.

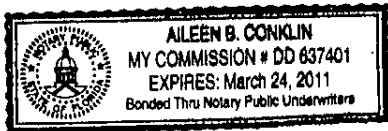
BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, said County and State, this 7 day of September, 2010.



Notary Public, State of Florida at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for LWR LONGHORNS, INC., at the place designated in ARTICLE XIII of the Articles of Incorporation to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.

Charles P. Sacher (SEAL)
Charles P. Sacher, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2010 SEP 10 PM 2:18