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¹Board Certified Elder Law Attorney

May 17, 2011

Registration Section Florida Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Articles of Incorporation - Revolution Baseball of Ft. Meade, Inc.

To whom it may concern:

Enclosed for filing is an original Articles of Incorporation of Revolution Baseball of Ft. Meade, Inc. ("Articles"), as well as our firm's check number 11623 in the amount of \$87.50. Please return the recorded Articles to our office along with one certified copy of the Articles and a Certificate of Status.

Thank you for your attention to this matter. Please contact me if you have any questions or require additional information.

Sincerely,

H. Adam Airth, Jr.

HAA/sbb Enclosures ARTICLES OF INCORPORATION

<u>OF</u>

REVOLUTION BASEBALL OF FT. MEADE, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

These Articles of Incorporation are signed and acknowledged by the incorporators for the

purpose of forming a Florida not for profit corporation on a non-stock basis under the provision of

the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is REVOLUTION BASEBALL OF FT. MEADE, INC. Its

principal office and mailing address is c/o Sherry Ann Barton, 1050 Mt. Pisgah Road, Ft. Meade,

Florida 33841.

ARTICLE III: PURPOSES

The general purposes for which this corporation is organized are exclusively religious,

charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue

Code or the corresponding provision of any future United States tax code. Notwithstanding any

other provision of these Articles, this organization shall not carry on any activities not permitted to

be carried on:

(a) by an organization exempt 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 tax code;

or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States tax code.

No part of the net earnings of the corporation shall inure to the private benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth herein. No material 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.

The corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

To teach children the sport of baseball. To use the sport of baseball as a methodology to instill in children respect for others, discipline and sportsmanship, thereby combating juvenile delinquency and reducing the burden on government. To foster engagement in sports competition through participation in local, regional and national tournaments and competition.

ARTICLE IV: POWERS

The corporation shall have the power to:

- (a) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (b) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
 - (c) Elect or appoint such officers and agents as its affairs shall require.
 - (d) Adopt, change, amend and repeal By-Laws, not inconsistent with law or its

articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

- (e) Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors so that the number shall not be less than three (3) but may be any number in excess thereof.
- (f) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property or income.
- (g) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
- (h) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (i) Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (j) Sell, convey, mortgage, pledge, lease, mortgage, encumber, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
- (k) Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
- (l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time during which the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);
- (b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);
- (d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a);
- (e) During the period it is a "private foundation" as defined in I.R.C. §509, the corporation shall distribute, for the purposes specified in its articles of organization, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

ARTICLE VI: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No officer or member of the board of directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation, if authorized by the board of directors.

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 further United States 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 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII: LOCATION AND RESIDENT AGENT

The location of the corporation is in the City of Ft. Meade, County of Polk, State of Florida. Its principal office shall be located at 1050 Mt. Pisgah Road, Ft. Meade, Florida 33841. The name and address of its initial Resident Agent in Florida is H. Adam Airth, Jr., located at 500 South Florida Avenue, Suite 300, Lakeland, Florida 33801.

Having been named as registered agent to accept service of process for the above-stated corporation, at the place designated in this certificate, I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity.

H. ADAM AIRTH, JR.

Registered Agent

ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Sherry Ann Barton, 1050 Mt. Pisgah Road, Ft. Meade, Florida 33841. The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE IX: MEMBERSHIP

- (a) Membership in this corporation shall be open, in accordance with the By-Laws, to any qualifying adult over eighteen (18) years of age who is not currently a full time high school student.
 - (b) Only members in good standing of the corporation as defined in the By-Laws shall be

be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

ARTICLE X: OFFICERS

- (a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.
- (b) The names of the persons who are to serve as officers of the corporation until the first annual meeting of the membership in accordance with the By-Laws are:

President Christophe

Christopher Adam Barton

Secretary

Sherry Ann Barton

Treasurer

Sherry Ann Barton

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

ARTICLE XI: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3).

- (a) The board of directors shall be members of the corporation.
- (b) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.
- (c) The names and addresses of those who are to serve as the initial directors until the first annual meeting of the membership of the corporation, are:

Christopher Adam Barton

1050 Mt. Pisgah Road, Ft. Meade, Florida 33841

Sherry Ann Barton

1050 Mt. Pisgah Road, Ft. Meade, Florida 33841

Joseph Paul Orth, Jr.

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1175 Ilene Avenue, Bartow, Florida 33830

ARTICLE XII: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. These articles of incorporation may be amended in accordance with the provisions of the Florida Statutes.

ARTICLE XIII: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, SHERRY ANN BARTON, the undersigned subscribing incorporator have hereunto set my hand and seal this 19th day of November, 2010, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

SHERRY ANN BARTON

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19th day of November, 2010, by REVOLUTION BASEBALL OF FT. MEADE, INC., who is personally known to me.

Notary Public-State of Florida