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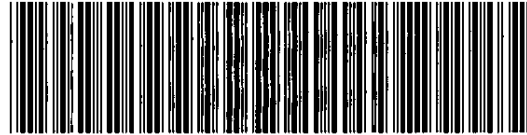
(Business Entity Name)

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W11-46899

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2011 SEP 19 PM 4:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 20 2011

## COVER LETTER

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

SUBJECT: Makas Fastpitch Softball, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Dain Engebretson  
Name (Printed or typed)

15420 Heathridge Dr.  
Address

Tampa, FL 33625  
City, State & Zip

813/928-0373 cell  
Daytime Telephone number

dengebre@verizon.net  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
11 SEP 19 AM 11:32  
DIVISION OF CORPORATIONS

September 12, 2011

DAN ENGBRETSON  
15420 HEATHRIDGE DR  
TAMPA, FL 33625

SUBJECT: MAKOS FASTPITCH SOFTBALL, INC.  
Ref. Number: W11000046899

We have received your document for MAKOS FASTPITCH SOFTBALL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address. ✓

Please return the corrected original and one copy of 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) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 711A00021043

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION FOR  
MAKOS FASTPITCH SOFTBALL, INC.  
A Florida Corporation Not For Profit**

The undersigned authorized representative, desiring to form a Corporation not for profit pursuant to the provisions of Chapter 617 of the Florida Statutes, hereby submits and files with the Florida Department of State, these Articles of Incorporation.

**ARTICLE I - Name**

The name of the not for profit corporation is **MAKOS FASTPITCH SOFTBALL, INC.** ("the Corporation").

**ARTICLE II - Purpose**

The Corporation's purpose shall be to organize, promote and participate in activities involving fastpitch softball. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III - Address**

The street address of the principle office of the Corporation, and the mailing address of the Corporation, shall be:

5129 Linkwood Avenue  
Tampa, Florida 33625  
Hillsborough County

**ARTICLE IV - Duration**

The existence of the Corporation shall commence on the filing of these Articles by the Florida Secretary of State, and shall, thereafter, be perpetual, unless dissolution or conversion occurs according to law.

**ARTICLE V - Bylaws**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be altered, amended, or repealed from time to time by the Board of Directors in the manner provided therein.

## **ARTICLE VI - Directors**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Directors. Collectively, the directors shall be referred to as the Board of Directors ("Board").

- A. The number of Directors of the Corporation may be varied from time to time as provided for in the Bylaws, but at no time shall it be less than three (3).
- B. Directors shall be elected or appointed in a manner consistent with the Bylaws of the Corporation.
- C. Directors are limited to individuals who are the parent or legal adult guardian of a child who is on the official roster of a team organized and directly supported by the Corporation.
- D. The Directors shall have the sole voting power. A quorum of the Board shall be defined as a majority of the directors.
- E. The Directors are solely responsible for appointing the officers of the corporation. Officers shall be appointed based on a majority vote of the Directors.
- F. The Directors are solely responsible for appointing the managers of each team. Managers shall be appointed based on a majority vote of the Directors.
- G. A director may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- H. Removal of Directors
  - 1. Any Director may be removed from office, with or without cause, by a majority of all votes of the Directors. The notice of a meeting to recall a Director shall state the specific Director sought to be removed. A proposed removal of a Director at a meeting shall require a separate vote for each director whose removal is sought.
  - 2. A Director is immediately removed from office, with or without cause, upon the discharge of the player for whom the Director is the parent or legal adult guardian. In the event of multiple children on one or more teams, the Director is removed from office only if all children for whom the Director is the parent or legal adult guardian are discharged from their respective teams.
  - 3. Directors shall be removed from office in a manner consistent with the Bylaws of the Corporation.

- I. The names and addresses of the persons who are the initial directors of the corporation are as follows:

Joseph P. Tomas  
5129 Linkwood Ave.  
Tampa, FL 33625

Alena D. McGlone  
14513 Nettlecreek Rd.  
Tampa, FL 33624

Leo Kopp  
11930 Sugar Tree Dr.  
Tampa, FL 33625

Dan Engebretson  
15420 Heathridge Dr.  
Tampa, FL 33625

#### **ARTICLE VII - Officers**

The Corporation shall be managed by its Officers. The officers shall be appointed by the Directors in a manner consistent with the Bylaws of the Corporation. The names and addresses of the persons who are the initial officers of the Corporation are as follows:

Joseph P. Tomas, President  
Alena D. McGlone, Vice President  
Michele M. Tomas, Secretary  
Juliane Vallee, Treasurer

### **ARTICLE VIII - Team Management**

The number of softball teams organized and supported by the Corporation may be varied from time to time as provided for in the Bylaws, but at no time shall the number of teams be less than one (1).

- A. Each team shall be managed by one (1) Manager. The Manager is an individual, twenty-one (21) years or older, who is responsible for matters of team strategy on the field and team leadership. Each Manager shall be appointed by a majority vote of the Directors. Any manager may be removed from his or her duties, with or without cause, by a majority vote of the Directors.
- B. Each manager shall be assisted by a Coach. A Coach is an individual, eighteen (18) years or older, who is responsible for assisting the Manager with team matters regarding, but not limited to, strategy, training, rosters, etc. Each Coach shall be appointed by the team manager and approved by a majority vote of the Directors. A Coach may be removed from his or her duties, with or without cause, by the Manager or by a majority vote of the Directors.
- C. The total number of coaches for each team may be varied from time to time, but at no time shall the total number of coaches be less than one (1) per team.
- D. The number of players on each team may be varied from time to time. Players may be added or removed from each team, with or without cause, at the discretion of the team's Manager. Voluntary removal and discharge of a player shall be given by the parent or legal adult guardian of the player to the Manager of the player's team, either verbally or in writing. Failure to attend team practices and/or games, in a manner consistent with all other team players, or failure to pay dues shall result in the discharge of the player and removal from the team, regardless of whether a notice is given.

### **ARTICLE IX - Indemnities**

The liability of the Corporation's Directors, Officers, Managers, Coaches, Employees and Agents is limited. The Corporation shall have the power to fully indemnify its Directors, Officers, Managers, Coaches, Employees and Agents as provided for in the appropriate Florida Statute. The determination regarding indemnity, as required by the Florida Statutes, shall be made by the Directors.

### **ARTICLE X - No Benefits**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal 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 section of any future federal tax code.

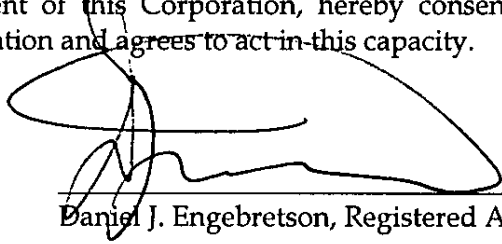
#### **ARTICLE XI - Dissolution of Corporation**

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 future federal 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 shall be 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 said Court shall determine, which are organized and operated exclusively for such purposes.

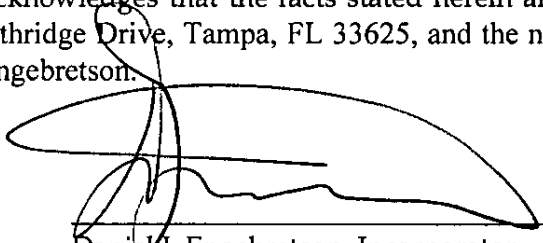
#### **ARTICLE XII - Registered Office and Agent**

The address of the registered office of the Corporation in the State of Florida is 15420 Heathridge Drive, Tampa, FL 33625, and the name of the registered agent at such address is Daniel J. Engebretson.

The undersigned, being the person named in the Articles of Incorporation for Makos Fastpitch Softball, Inc., as the registered agent of this Corporation, hereby consents to his appointment as registered agent of the Corporation and agrees to act in this capacity.

  
Daniel J. Engebretson, Registered Agent

IN WITNESS WHEREOF, the undersigned representative and Incorporator has executed these Articles of Incorporation and hereby acknowledges that the facts stated herein are true. The address of the Incorporator is 15420 Heathridge Drive, Tampa, FL 33625, and the name of the Incorporator at such address is Daniel J. Engebretson.

  
Daniel J. Engebretson, Incorporator

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA