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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BAY HIGH TORNADOES BASEBALL, INC.**

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June 6, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: BAY HIGH TORNAOES BASEBALL, INC.  
REF: W12000030961

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

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
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**ARTICLES OF INCORPORATION  
OF  
BAY HIGH TORNADES BASEBALL, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as Incorporators of a corporation pursuant to Chapter 817 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation (the "Corporation"):

**Article I.  
Name**

The name of the Corporation shall be Bay High Tornadoes Baseball, Inc.. The principal address and the mailing address of the Corporation at the time of incorporation is 101 Harrison Avenue, Panama City, FL 32401, Panama City, Bay County, Florida, 32401.

**Article II.  
Duration**

The duration of this Corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State.

**Article III.  
Purpose**

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), including, but not limited to, the following purposes:

- To develop the athletic abilities of Bay High School baseball team players,
- To complement the educational experiences of Bay High School baseball team players,
- To assist Bay High School mature its students by providing (1) playing, safety and field equipment; (2) services and support for students; and (3) improve the social and physical infrastructure, services, support, and equipment to the Bay High School campus, and
- Other activities intended to improve student life and safety for Bay High students.

This Corporation shall have and exercise all powers conferred on not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act; provided, however, that this

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Corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in this Article III.

**Article IV.  
Qualifications and Admission of Members**

The authorized number, qualifications, and manner of admission of members of this Corporation, the voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination of membership shall be as set forth in the Bylaws of this Corporation.

**Article V.  
Basis Under Which Corporation Organized**

The Corporation is a not-for-profit corporation as defined by the Florida Not for Profit Corporation Act. As such, it is not organized for the pecuniary gain or profit of, and none of the net earnings nor any part thereof is distributable to, its members, trustees, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act. No substantial part of the activities of the Corporation shall be for the carrying on of a program of propaganda or for influencing legislation. The Corporation shall not participate in 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or an organization to which contributions are deductible under Section 170(c)(2) of the Code.

**Article VI.  
Registered Office and Registered Agent**

The street address of the Corporation's initial registered office is 101 Harrison Avenue, Panama City, FL 32401, Bay County, and the name of the Corporation's initial registered agent at that address is Mike Duncan.

**Article VII.  
Management of Corporate Affairs**

**Officers.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of officers (the "Officers" or the "Board"). The initial Board shall consist of six (6) officers. The number of officers may be changed by resolution of the Board in accordance with the provisions of the Bylaws.

**Officers.** The initial officers of this Corporation shall be a president, vice-president for fundraising, vice-president for team and player support, vice-president for facilities, a secretary and scholastic manager, and a treasurer. Offices and officers may be modified but shall not be less than three (3) officers. The qualifications, the

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time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the Bylaws. The method for electing directors is contained in the by-laws.

Article VIII,  
Initial Officers

The following persons shall serve the Corporation as officers until the first annual meeting or other meeting called to elect officers, or until such time as his or her successor is duly elected and qualified:

| <u>Name and Office</u>                                    | <u>Address</u>                          |
|---|---|
| Brant Brown, President                                    | 1009 W 9 <sup>th</sup> St, PC FL 32401  |
| Tracy Johnstone, Vice President for Fundraising           | 809 College Blvd, LH 32444              |
| Anthony Brogdon, Vice President for Facilities            | 2027 Shamrock Ln, LH 32444              |
| Craig Whittle, Vice President for Team and Player Support | 1402 New Jersey Ave, LH 32444           |
| Collette Jones, Secretary and Scholastic Manager          | 1805 W 12 <sup>th</sup> St, PC FL 32401 |
| Lee Scott, Treasurer                                      | 1318 Bayou CT, PC 32401                 |

Article IX,  
Bylaws

Bylaws will be adopted at the first meeting of the membership. The Bylaws may be amended, repealed, in whole or in part by the members in the manner provided in the Bylaws.

Article X,  
Amendment of Articles

The members may amend, alter or repeal any provision of these Articles of Incorporation. Such amendment shall be proposed by any member, and such proposal shall be adopted by the affirmative vote of a majority of the members at a meeting called for such purpose.

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**Article XI.  
Distribution on Dissolution**

The Corporation may be dissolved at any time by the act of the members. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expense of dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be turned over to Bay High School which is exempt as organizations described in Section 501(c)(3) of the Code and used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any officer, trustee or any other private person.

**Article XII.  
Incorporator**

The name and address of the Incorporator is: Brent Brown, 1009 W. 9<sup>th</sup> Street, Panama City, FL 32401.

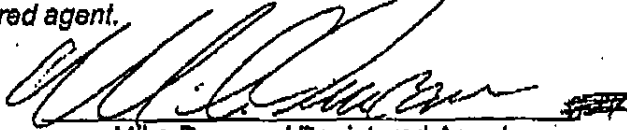
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 24, 2012.

  
\_\_\_\_\_  
Name: Brent Brown

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*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 this 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.*



Mike Duncan / Registered Agent

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