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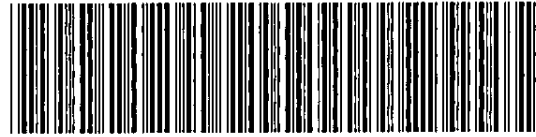
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DIVISION OF CORPORATIONS
12 JUN 18 AM 11:01

Ps 6/18/12

COVER LETTER

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

SUBJECT: Piranhas Baseball, 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: Vincent Sullivan
Name (Printed or typed)

4345 85TH Ave. Circle East
Address

Parrish, FL 34219
City, State & Zip

941-321-0631
Daytime Telephone number

Scott @ ParrishPiranhas.com
E-mail address: (to be used for future annual report notification)

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

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ARTICLES OF INCORPORATION

OF

PIRANHAS BASEBALL, INC.

A Not-for-Profit Corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **Piranhas Baseball, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
4345 85th Ave Circle East, Parrish, Florida 34219

ARTICLE III - OBJECTIVE AND PURPOSES

The general objective and purposes of this Corporation shall be:

- A. To establish and operate a nonprofit organization organized and operated exclusively for the purpose of interesting and uniting children in the sport of baseball and to engage exclusively in the work calculated to improve the moral, mental, social and physical betterment of children. Notwithstanding the foregoing, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue Law.
- B. To establish and publish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and income, principal, and proceeds of such property, for any of the purposes set forth herein.

- C. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other 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 (or 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 corresponding section of any future Federal tax code).

ARTICLE IV - TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Corporation.

ARTICLE V - POWERS

This corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are necessary or convenient to affect the purposes of the corporation.

ARTICLE VI - REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is: Vincent Sullivan, 4345 85th Ave Circle East, Parrish, Florida 34219

ARTICLE VII - NAME AND ADDRESS OF INCORPORATOR

Vincent Sullivan
4345 85th Ave Circle East
Parrish, Florida 34219

ARTICLE VIII - MANNER OF ELECTING DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three directors. The Board of Directors shall be elected pursuant to guidelines established by the Corporation's bylaws. The Board of Directors shall have all requisite power and authority customarily vested in corporate directors over the business and affairs of the Corporation.

ARTICLE IX - DIRECTORS AND OFFICERS OF THE CORPORATION

The names and addresses of the initial Directors of the Corporation shall consist of the following persons:

A. Directors:

Vincent Sullivan, 4345 85th Ave Circle East, Parrish, Florida 34219
Carrie Sullivan, 4345 85th Ave Circle East, Parrish, Florida 34219
Kerry Sullivan, 1001 61st Ave North, St. Petersburg, Florida 33703

B. Officers:

President:	Vincent Sullivan
Vice President:	Carrie Sullivan
Secretary:	Kerry Sullivan

ARTICLE X - RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

- A. The Corporation is a not-for-profit corporation. No part of the net earnings of this 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 Section 501(c)(3) purposes. 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.
- B. Will not engage in any act of self-dealings as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- C. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- D. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE XI - DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of

the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. Charitable, educational, religious or scientific (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.

ARTICLE XII - NON STOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not for profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidence an ownership or proprietary interest in the Corporation.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall have the power to indemnify each officer and director, including former officers and directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments to them and all rights and privileges conferred upon the members, directors and officers are subject to this reservation.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Signature:

Vincent Sullivan

Date: 06/14/12

Vincent Sullivan
Incorporator

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DIVISION OF CORPORATIONS

12 JUN 18 AM 11:01

Having been named as registered agent and to accept services 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.

Signature: Vincent Sullivan

Date: 06/14/12

Vincent Sullivan
Registered Agent