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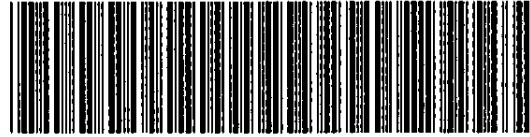
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13 MAR 26 PM 1:48

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

14

## COVER LETTER

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

SUBJECT: Mordecai Brown Legacy Foundation 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: Scott A Brown  
Name (Printed or typed)

3212 Windjammer Court  
Address

Pensacola, FL 32526  
City, State & Zip

850-324-1129  
Daytime Telephone number

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

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

**ARTICLES OF INCORPORATION**

**FOR**

**MORDECAI BROWN LEGACY FOUNDATION, INC.**

**FILED**  
13 MAR 26 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be MORDECAI BROWN LEGACY FOUNDATION, INC.

**ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS**

The principal place of business of the corporation is 3212 Windjammer Court, Pensacola, Florida 32526 and the mailing address is 3212 Windjammer Court, Pensacola, Florida 32526

**ARTICLE III - DURATION**

The corporation shall have perpetual duration.

**ARTICLE IV - PURPOSE**

(1) MORDECAI BROWN LEGACY FOUNDATION, INC., is organized as a community service organization with the theme of perpetuating the legacy left by Mordecai "Three Finger" Brown through recreational, educational, and service endeavors, reaching both families and communities, while bringing honor to baseball and its history.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an example organization under Internal Revenue code Section 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

**ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the By-laws of the corporation.

**ARTICLE VI - LIMITATION OF POWERS**

(1). No Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or 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 these Articles.

(2). No Political Activity: No substantial part of the activities of this 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.

(3). No Unpermitted Activities: Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

(4) Distribution of Assets Upon Dissolution: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the 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 purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 VII - DIRECTORS/OFFICERS**

The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by a board of directors. The number of directors shall be six, provided the number of directors may be changed by the board as long as there are never less than three.

The initial board of directors shall be chosen by the incorporator. Officers shall be nominated and elected by the appointed directors. The initial directors and officers shall serve until the next annual meeting of the corporation. The election of officers and directors shall take place at the annual meeting in the manner as set forth in the By-laws of the organization. Officers and directors of this organization shall be elected for a term of one year. Persons officially on duty when election of directors and officers is held shall be permitted to vote by absentee ballot.

Unless otherwise provided in By-laws, the corporation shall have as officers a president, one or more vice-presidents, a secretary, and a treasurer which shall be chosen by the board of directors and the officers shall serve at the pleasure of the board of directors.

The annual meeting of the corporation shall be held in November of each year on the date set by the President. Annual meetings of the corporation may be held in or out of the State of Florida.

The following persons are designated to act as directors for the first year of corporate existence or until their respective successors shall be duly qualified:

Name and Address	Office
Scott A Brown 3212 Windjammer Court Pensacola, Florida 32526	Director/President
Dennis Lewallyn 2900 Breckinridge Drive Pensacola 32526	Director
Jack Levine 7601 West Cypresshead Drive Parkland, Florida 33067	Director
Billy Sadler 5001 Grande Drive #1423 Pensacola, Florida 32504	Director

Thomas D Stafford  
32891 Arbor Ridge Circle  
Lillian, AL 35649

Director/Secretary/Treasurer

Cindy Thomson  
136 Dauber Ct.  
Pataskala, Ohio 43062

Director

Chris Woods  
1536 State Route 503  
West Alexandria, Ohio 45381

Director

#### **ARTICLE VIII - INCORPORATORS**

The name and address of each incorporator is:

Scott A Brown  
3212 Windjammer Court  
Pensacola, Florida 32526

#### **ARTICLE IX - INITIAL REGISTERED OFFICE/AGENT**

The street address of the initial registered office of this corporation is 3212 Windjammer Court, Pensacola, Florida 32526, and the registered agent at this address is Scott A Brown whose written acceptance as such follows these Articles.

#### **ARTICLES X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

#### **ARTICLE XI - AMENDMENT**

Amendments to these Articles of Incorporation may be made by the board of directors by resolution adopted by two-thirds vote of a quorum of directors.

The undersigned incorporator has executed these Articles of Incorporation this 18 day of March, 2013.

  
\_\_\_\_\_  
Scott A Brown  
INCORPORATOR

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

**13 MAR 26 PM 1:49**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

**SECRETARY OF STATE  
TAMMIE J. BAKER  
TALLAHASSEE FLORIDA**

1. The name of the corporation is:  
  
Mordecai Brown Legacy Foundation, Inc.
2. The name and address of the registered agent and office is:

Scott A Brown  
3212 Windjammer Court  
Pensacola, Florida 32526

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.

  
\_\_\_\_\_  
Scott A Brown

DATE

3/18/13