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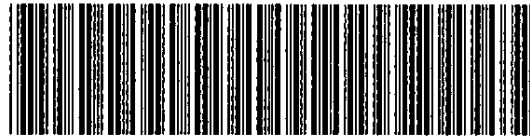
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TALLAHASSEE, FLORIDA

K 08/19/13

COVER LETTER

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

SUBJECT: South Florida Tides Athletics, 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: Leland Talcott

Name (Printed or typed)

2000 N. Dixie Hwy., #201

Address

Boca Raton, Florida 33431

City, State & Zip

561-409-3643

Daytime Telephone number

LTalcott@Talcottlaw.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 SOUTH FLORIDA TIDES ATHLETICS, INC.

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

Section 1.1. The name of the corporation is SOUTH FLORIDA TIDES ATHLETICS, INC. (the "Corporation").

Article II - Duration

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article III - Non-Stock Corporation.

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

Article IV – Purpose

Section 4.1. The purposes for which the Corporation is organized are for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended. The specific purpose of the Corporation is the education of children in the art of playing baseball, supporting little league baseball teams and competitions, promoting physical fitness, health, and good sportsmanship amongst today's youth while playing team sports.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

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Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which are not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of 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, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 V - Members

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

Article VI – Directors

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) are present. The affirmative vote of any three (3) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

- 6.1.1 Approval of grants, charitable gifts, transfers, and distributions by the Corporation to other entities.
- 6.1.2 Adoption of an amendment to the Articles of Incorporation or the Bylaws.
- 6.1.3 Organization of a subsidiary or affiliate by the Corporation.

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6.1.4 Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws:

<u>Name</u>	<u>Address</u>
Richard Romano	7491 North Federal Highway, Suite C5 Boca Raton, FL 33487
Jason L'Etoile	7491 North Federal Highway, Suite C5 Boca Raton, FL 33487
Alison L'Etoile	7491 North Federal Highway, Suite C5 Boca Raton, FL 33431

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The number of members on the Board of Directors may be increased or decreased from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation, but in any event there shall never be less than three (3) members on the Board of Directors.

Article VII -Address

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

7491 North Federal Highway, Suite C5
Boca Raton, FL 33431

The mailing address of this corporation in the State of Florida is:

7491 North Federal Highway, Suite C5
Boca Raton, FL 33431

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

Article VIII - Registered Agent and Registered Office

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Law Office of Leland H. Talcott, P.A.	2000 N. Dixie Highway, Suite 201 Boca Raton, FL 33431

Article IX - Amendment

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

Article X - Bylaws

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors. "

Article XI - Incorporator

Section 11.1. The name and address of the incorporator of this Corporation is as follows:

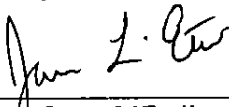
Name

Address

Jason L'Etoile

7491 North Federal Highway, Suite C5
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned being a Director of this Corporation, has executed these Articles of Incorporation this 25th day of July, 2013



Name: Jason L'Etoile
Title: Director

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:


South Florida Tides Athletics, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 7491 North Federal Highway, Suite C5, Boca Raton, FL 33431, appoints Law Office of Leland H. Talcott, P.A., located at 2000 North Dixie Highway, Suite 201, Boca Raton, Florida 33431, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT

Date: July 25, 2013


Law Office of Leland H. Talcott, P.A.
By: Leland H. Talcott
Its: President

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