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**ARTICLES OF INCORPORATION**  
**of**  
**BELL SOFTBALL DIAMOND CLUB, INC.**

A not for profit

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is BELL SOFTBALL DIAMOND CLUB, INC., and its principal place of business shall be located at 3000 NW 57<sup>TH</sup> TRAIL, BELL, FL 32619

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purposes of:

1. The promotion of education beyond High School, student athletes of Bell High School by the awarding of scholarships to male and female student athletes of Bell High School, promoting athletics in the area of soft ball at Bell High School.
2. To generally exercise all the rights and powers conferred by law for non profit corporations.
3. The Corporation shall operate in a manner and for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or under any corresponding provision of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including foundations and private operation foundations
4. Not withstanding any other provision of these article, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code.
5. In the event of dissolution the residual assets of the organization will be

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turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3).

#### ARTICLE IV – MANNER OF ELECTION OF DIRECTORS

The manner in which the directors shall be elected or appointed is:

BOARD OF DIRECTORS: The first Board of Directors will be made up of 3 individuals keenly interested in the success of this project. They will be appointed by the incorporator and shall serve until such time as they are replaced by vote of the members of the corporation that are eligible to vote. The Board of Directors shall be elected in accordance with the corporate By-Laws.

The Board of Directors shall have the rights and duties of directors as set forth in Chapter 607, Florida Statutes. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Directors. The Board of Directors may designate or allocate certain powers of managing the corporation to Officers of the Corporation. The Board of Directors shall consist of not less than three (3) individuals. Initially the number of the Board of Directors shall be 3, providing however such number may be changed by the By Laws duly adopted by the members.

#### ARTICLE V – DIRECTORS

This corporation shall initially have three (3) Directors who shall serve until his successors shall be elected/appointed/eliminated at the first meeting of the stockholders. The number of Directors may be increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
June Hutto	PO Box 885 Bell, FL 32619
Todd Holley	3000 NW 57 <sup>th</sup> Trail Bell, FL 32619
Linda Philman	3340 NW 57 <sup>th</sup> Trail Bell, FL 32619

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3259 West Bryant Avenue, Bell, Florida 32619, and the name of the initial registered agent of this corporation at that address is Ray E. Thomas, Jr.

#### ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
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June Hutto

PO Box 885 Bell, FL 32619

**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his/her duties as an officer or director as provided under §607.0831, Florida Statutes, (1990).

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on the date designated.

Dated: \_\_\_\_\_ / \_\_\_, 2014

By \_\_\_\_\_

**Incorporator**

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that, **BELL SOFTBALL DIAMOND CLUB INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **Ray E. Thomas, Jr.**, located at 3259 West Bryant Avenue, Bell, Florida 32619, as its agent to accept service of process within Florida.

Dated: 2/4, 2014

By   
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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.

Dated: 2/04/, 2014

By   
Registered Agent

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