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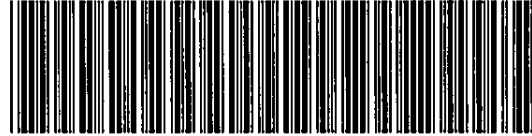
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 04 2016

C. CARROTHERS

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

January 20, 2016

To Whom it May Concern:

Please find enclosed the AMENDED AND RESTATED ARTICLES OF INCORPORATION for Vanguard High School Baseball Boosters, Inc. These articles are to replace the "standard" articles that the system produced when the corporate filing was made.

You will also find a copy of the Florida Nonprofit Corporation Online Filing Information form which has our Document Tracking #.

Please feel free to contact me if you have any questions,

Sincerely,

A handwritten signature in black ink, appearing to read 'J. Bland, Jr.', with a stylized, cursive script.

James A. Bland, Jr.

President
Vanguard High School Baseball Boosters, Inc.
4548 SE 4th Place
Ocala, FL 34471
352-843-1625
jbland2244@embarqmail.com

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VANGUARD HIGH SCHOOL BASEBALL BOOSTERS, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and do hereby certify:

ARTICLE I
NAME

The name of the corporation is Vanguard High School Baseball Boosters, Inc. hereinafter called "VHS Baseball Boosters".

ARTICLE II
REGISTERED AGENT

The name of the Registered Agent is James A. Bland, Jr. and the Registered Office address is: 4548 SE 4th Place, Ocala, Florida 34471. The Principal Office address is: 4548 SE 4th Place, Ocala, Florida 34471.

ARTICLE III
PURPOSE

Section 1. Purpose. The VHS Baseball Boosters is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

Section 2. Nonprofit Character of VHS Baseball Boosters. VHS Baseball Boosters does not contemplate pecuniary gain or profit, direct or indirect, to its Members, Directors or Officers.

ARTICLE IV
POWERS

VHS Baseball Boosters shall have all the powers and duties reasonably necessary to fulfill its purposes, including, but not limited to:

- (a) To exercise all the powers and privileges and to perform all of the duties and obligations of the Organization as set forth in the Bylaws.
- (b) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

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- (c) To enter into, make, perform or enforce contracts of every kind and description; and all other acts necessary, appropriate or advisable in carrying out any purpose of VHS Baseball Boosters with or in association with any corporation or other entity or agency, public or private.

ARTICLE V MEMBERSHIP

The members of the VHS Baseball Boosters consists of parents and guardians of Vanguard baseball players and baseball coaches at Vanguard High School for the current fiscal year. All members agree to be bound by the terms and provisions of these Articles of Incorporation and VHS Baseball Booster's Bylaws.

The Members shall not have any vested rights or control of VHS Baseball Boosters. The voting members of VHS Baseball Boosters shall consist only of VHS Baseball Boosters' Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

The affairs of VHS Baseball Boosters shall be managed by no more than eight (8) voting members of the Board of Directors.

Each voting Director shall serve for a term of one (1) year. Each Director's term shall begin following election by VHS baseball Boosters' Board of Directors in accord with the By-laws. Each Director's term shall expire at the end of the fiscal year.

Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Directors shall be elected by VHS Baseball Boosters' Board of Directors in accord with the Bylaws of VHS Baseball Boosters. Directors may be removed by two-thirds (2/3) majority vote of the members of the Board of Directors. The names of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

1. Mike Bullock
2. Vic D'Ambrosio
3. David Stopyra
4. Stephen Budnick
5. Tania Travieso
6. Jim Bland
7. John Kirk
8. Shawn Adams

ARTICLE VII

DISSOLUTION

Upon dissolution of VHS Baseball Boosters, the assets of VHS Baseball Boosters shall be distributed to the internal fund of Vanguard High School, which is a public school of the Marion County Public School District. The assets shall be expended in accordance with the VHS Baseball Boosters exempt purposes of supporting the baseball program at Vanguard High School. If Vanguard High School or the Marion County School District is not in existence or is unwilling or unable to accept the assets of VHS Baseball Boosters, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered. The Articles of Incorporation may be amended by a majority vote of the voting members of the Board of Directors.

ARTICLE X

OFFICERS

The officers of the VHS Baseball Boosters shall consist of a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one individual.

The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Jim Bland
Vice President: John Kirk
Secretary: Tania Travieso
Treasurer: Tania Travieso

ARTICLE XI BYLAWS

The original Bylaws of VHS Baseball Boosters shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of VHS Baseball Boosters may be amended, altered or rescinded at any regular or special meeting of the Board of Directors.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

VHS Baseball Boosters shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he or she may be made a part by reason of his or her being or having been a Director or Officer of VHS Baseball Boosters, including reasonable counsel fees, except as to matter wherein he or she shall be finally adjudicated in such action, suit or proceeding to be liable or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

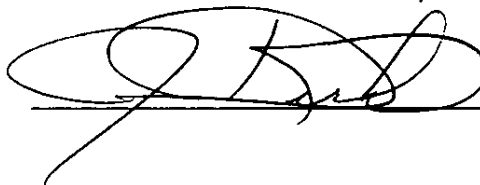
ARTICLE XIII TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between VHS Baseball Boosters and one or more of the Directors or Officers, or between VHS Baseball Boosters and any other corporation, partnership, association, or other organization, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this corporation shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officer or Directors' votes are counted for such purposes. No Director or Officer of VHS Baseball Boosters shall incur liability by the reason of the fact that said Director or Officer may be interested in any such contract or transaction.

ARTICLE XIV COMMITTEES

The Board of Directors may appoint committees as necessary. The committees shall be responsible for conducting the business of the committee subject to the rules and requirements set for by the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of Vanguard High School Baseball Boosters, Inc., have executed these Articles of Incorporation, this 19th day of January, 2016.



STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 19 day of January, 2016, by Sharon J. Williams.

Notary Public

Name: Sharon J. Williams

(Please type or print)

Serial Number: _____

Personally Known ☒

Produced Identification _____

Type: _____

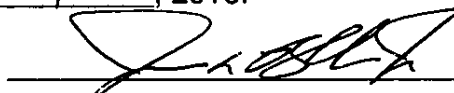


My Commission Expires:

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

James A. Bland, Jr., whose address is 4548 SE 4th PL Ocala, FL 34471 is the initial Registered Agent named in the Article of Incorporation to accept service of process for Vanguard High School Baseball Boosters, Inc., organized under the laws of the State of Florida, hereby accepts such appointment as Registered Agent at the place designated in this certificate.

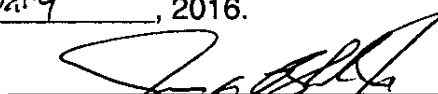
Dated this 19th day of January, 2016.



CERTIFICATE OF ACCEPTANCE BY THE BOARD OF DIRECTORS

These Articles of Incorporation were adopted by the Board of Directors and do not contain any amendments requiring member approval.

Dated this 19th day of January, 2016.



President, Board of Directors of
Vanguard High School Baseball Boosters, Inc.