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HOLIDAY TRAVEL RV PARK SOFTBALL CORP**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOLIDAY TRAVEL RV PARK SOFTBALL CORP
(A Corporation Not-for-Profit)
Document Number N19000012859**

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Pursuant to the provisions of § 617.1006 FLORIDA STATUTES, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation. The Articles have been duly adopted. The foregoing amendment was submitted to and approved by the Board of Directors. The requisite number of members in attendance at the special meeting approved these Articles of Amendment (also referenced as the "Amended Articles"). Accordingly, the Articles of Incorporation are amended and replaced in their entirety to read as follows:

ARTICLE I

Name and Address

The name of this corporation is **HOLIDAY TRAVEL RV PARK SOFTBALL CORP** and its principal office is located at 28229 CR 33 LOT 104W, LEESBURG, FL 34748 and mailing address is 28229 CR 33 LOT 104W, LEESBURG, FL 34748.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes

Said corporation is organized exclusively for athletic purposes within the meaning of Sections 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence

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legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

(b) No member, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. 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 the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.

(c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

ARTICLE V

Membership

The corporation shall have no capital stock, and shall be composed of Members rather than stockholders. The membership of the corporation shall consist of the individuals as provided in the Bylaws.

ARTICLE VI

Not For Profit

The Corporation is a corporation not for profit as defined by Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE VII

Officers

The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the

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annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting.

The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President

Bill Mallory
28229 CR 33 LOT 104W
Leesburg, FL 34748

Vice President

John Bistor
28229 CR33 LOT 121W
Leesburg, FL 34748

Treasurer

Jack Brooks
28229 CR33 LOT C91
Leesburg, FL 34748

Secretary

Nadine Spada
28229 CR33 Lot E144
Leesburg, FL 34748

ARTICLE VIII

Board of Directors

Control of the affairs of the corporation shall be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be increased or decreased, by a two thirds (2/3) vote of the Board of Directors, but shall never be less than three (3) Directors. The initial Board of Directors shall be composed of three (3) Directors. The Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies on the Board of Directors shall be filled by a two-thirds (2/3) vote of the remaining members of the Board. Any members of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws.

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The four current directors who shall serve until their successors are duly elected and qualified are

1. Bill Mallory
28229 CR 33 LOT 104W
Leesburg, FL 34748
2. John Bistor
28229 CR33 LOT 121W
Leesburg, FL 34748
3. Jack Brooks
28229 CR33 LOT C91
Leesburg, FL 34748
4. Nadine Spada
28229 CR33 Lot E144
Leesburg, FL 34748

ARTICLE IX **Informal Action**

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X **Amendment of Bylaws and Articles of Incorporation**

The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Directors by a two-thirds (2/3) vote at any regular or special meeting of the Board of Directors. All proposed Amendments shall be submitted to each member of the Board of Directors at least ten days prior to the meeting date.

ARTICLE XI **Registered Office and Agent**

The registered office of the corporation shall be: **28229 CR 33 LOT 104W, Leesburg, FL 34748.**

The registered agent shall be **BILL MALLORY.**

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII **Dissolution**

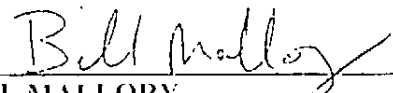
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Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of § 501 (c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the Court of Common Pleas (or court of similar jurisdiction) 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 XIIIEffective Date

The effective date for this corporation shall be January 1, 2025.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 10 day of December, 2024.


BILL MALLORY

ACCEPTANCE

I hereby accept appointment as Registered Agent of HOLIDAY TRAVEL RV PARK
SOFTBALL CORP

Dated: December 10, 2024.


BILL MALLORY