

Jul. 31. 2020 11:45AM

No. 2124 P. 1

7/31/2020

The name is changed to
Play Ball San Carlos, Inc

Please retain original file
date of July 30, 2020.

Thank you.

Jeff



July 31, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GREEN SCHOENFELD & KYLE LLP

SUBJECT: PLAY BALL, INC.
REF: W20000082686

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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Jessica A Fason
Regulatory Specialist II

FAX Aud. #: H20000252373
Letter Number: 920A00014360

Articles of Incorporation**of****Play Ball San Carlos, Inc.****A Florida Corporation Not-For-Profit**

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under the laws of the State of Florida (Chapter 617, Florida Statutes).

1. Name

The name of the Corporation is Play Ball San Carlos, Inc. The Corporation's principal office (and mailing address) is located at 19173 Murcott Drive West, Fort Myers, Florida 33967 in Lee County, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

2. Nature of Business

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, testing for public safety, literary or educational, to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). The initial purpose of the Corporation is to operate youth baseball and/or softball programs in Lee County, Florida under the auspices of Little League International.

3. Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in 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, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the 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 set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

4. Membership

The Corporation shall have such class or classes of members as set forth in the Bylaws adopted by and for the Corporation, as the same may be amended from time to time, with each class of members having such rights, duties and obligations as set forth in said Bylaws.

5. Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

6. Incorporator

The name and address of the incorporator of these Articles of Incorporation are: Kevin A. Kyle, 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919.

7. Officers

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by Bylaws adopted for the Corporation. Officers shall be elected by the Board of Directors in the manner set forth in Bylaws adopted for the Corporation; provided, however, the initial officers of the Corporation are.

Michael Riddle 19173 Murcott Drive West Fort Myers, FL 33967	President
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Marcus Ide 8120 Anhinga Road Fort Myers, FL 33967	Vice President
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Heather Shanley 9009 Cypress Drive South Fort Myers, FL 33967	Treasurer
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Jennifer Normandin 17525 Phlox Drive Fort Myers, FL 33967	Secretary
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8. Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with Bylaws adopted for the Corporation. The number of members of the Board of Directors shall be fixed as set forth in Bylaws adopted for the Corporation; provided, however, the Corporation shall never have less than three (3) members of the Board of Directors. The first Board of Directors shall be composed of the following persons:

John Alfuth
17135 Knight Drive
Fort Myers, FL 33967

Marcus Ide
8120 Anhinga Road
Fort Myers, FL 33967

Larry Lungi
18251 Three Oaks Parkway
Fort Myers, FL 33967

Kelly McMicken
8128 Albatross Road
Fort Myers, FL 33967

Jennifer Normandin
17525 Phlox Drive
Fort Myers, FL 33967

Michael Riddle
19173 Murcott Drive West
Fort Myers, FL 33967

Heather Shanley
9009 Cypress Drive South
Fort Myers, FL 33967

Alexia Wood
9057 Shaddock Road West
Fort Myers, FL 33967

9. Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919, and the name of the initial registered agent at such address is GSK Registered Agents, Inc., a Florida corporation.

10. Bylaws

The Board of Directors shall provide and adopt for the Corporation initial Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Directors may deem necessary and proper in its discretion. Amendments to the Bylaws shall be proposed and approved in accordance with the Bylaws of the Corporation in effect from time to time.

11. Amendments

Amendments to these Articles of Incorporation shall be proposed and approved in accordance with the Bylaws of the Corporation in effect from time to time.

12. Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any members, trustees, officers, directors or any other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth above. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, trustees, officers, directors or any other private persons, and the private property of any members, trustees, officers, directors or any other private person shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not: fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws); engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of any subsequent Revenue Laws); retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws); make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

13. Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding

provisions of any future Revenue Law). None of the assets will be distributed to any member, trustee, officer, director or any other private person. 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.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on July 30, 2020.

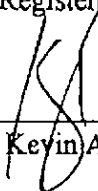
A handwritten signature in black ink, appearing to read 'K. Kyle', is written over a horizontal line.

Kevin A. Kyle, Incorporator

Acceptance by Registered Agent

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and acknowledges it is familiar with and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

GSK Registered Agent, Inc., a Florida corporation

By:  _____
Kevin A. Kyle, Vice President

Dated: July 30, 2020