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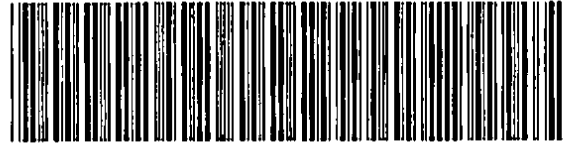
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2020 OCT 14 PM 2:21
CLERK DATE
TAMM, FL

ARTICLES OF INCORPORATION
New Smyrna Beach Baseball Boosters, Inc.

The undersigned incorporators hereby form a not for profit corporation in compliance with Chapter 617, Florida Statutes:

ARTICLE I – NAME

The name of the corporation shall be New Smyrna Beach Baseball Boosters, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal street address and mailing address of the corporation shall be 321 Churchill Downs Blvd., DeLand, Florida 32724.

ARTICLE III – PURPOSE

New Smyrna Beach Baseball Boosters, Inc. is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", which each reference to a section of the Code to include the corresponding provisions of any future federal internal revenue laws), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. By way of example, and not limitation, New Smyrna Beach Baseball Boosters, Inc.'s purposes include to:

- a) Assist young persons, both male and female, attending high school, middle school, or elementary school to develop the character and skills necessary to excel as baseball players and as students; and
- b) Offer educational, social, and training events, including philanthropic activities, to support the youth in the community with the opportunity to develop their skills in the sport of baseball and to carry on such related activities that are permitted for corporations not for profit under the laws of the State of Florida and which are exempt from Federal income tax under section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provisions of any future United States law.

ARTICLE IV – MANNER OF ELECTION

The initial directors of New Smyrna Beach Baseball Boosters, Inc. shall be elected or appointed as follows:

Initial Directors as set forth in Article V hereof, are appointed. Additional Directors may be elected at any time by a majority vote of the serving Directors. All other matters pertaining to Directors, including number, qualifications, terms, groups, eligibility, and elections shall be prescribed by the Bylaws of New Smyrna Beach Baseball Boosters, Inc. ("Bylaws").

The Board of Directors shall adopt the initial Bylaws and the Board of Directors shall have the power to alter, amend or repeal the same or adopt new Bylaws.

The management of the business and the conduct of the affairs of the corporation are vested in its Board of Directors. Except as otherwise provided in these Articles of Incorporation, each Director of New Smyrna Beach Baseball Boosters, Inc. is entitled to one vote per Director on all matters voted or acted upon by the Board of Directors.

ARTICLE V – INITIAL OFFICERS & DIRECTORS

The initial Officers and Directors are:

NAME:	ADDRESS:
Karrah Monk President, Director	321 Churchill Downs Blvd., DeLand, Florida 32724
Amanda Richards Treasurer, Director	3109 Travelers Palm Dr., Edgewater, Florida 32141
Mark Landers Secretary, Director	831 Torchwood Drive, DeLand, Florida 32724

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ARTICLE VI – REGISTERED OFFICE AND AGENT

The name of the initial registered agent is Lankford Law Firm, PA. The initial registered office of New Smyrna Beach Baseball Boosters, Inc. is located at 140 South Beach Street, Suite 310, Daytona Beach, Florida 32114.

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Melody Lankford
Melody Lankford, Esq., for Lankford Law Firm, PA

ARTICLE VII – EFFECTIVE DATE

The effective date for New Smyrna Beach Baseball Boosters, Inc. shall be October 9, 2020.

ARTICLE VIII – POWERS AND RESTRICTIONS

New Smyrna Beach Baseball Boosters, Inc. is organized as a corporation not for profit and shall not issue shares of stock, shall not pay dividends, and no part of the assets or net earnings of New Smyrna Beach Baseball Boosters, Inc. shall inure to the private benefit of any director, officer, or other individual. Notwithstanding the foregoing, New Smyrna Beach Baseball Boosters, Inc. may pay compensation in a reasonable amount to its agents or employees for services rendered.

New Smyrna Beach Baseball Boosters, Inc. shall not make any distribution upon dissolution or final liquidation except as provided herein. New Smyrna Beach Baseball Boosters, Inc. is organized and shall be operated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), and it may engage only in activities that may be carried on by a corporation exempt from federal income taxation.

No substantial part of the activities of New Smyrna Beach Baseball Boosters, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, New Smyrna Beach Baseball Boosters, Inc. shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX – MEMBERS

New Smyrna Beach Baseball Boosters, Inc. shall have no members.

ARTICLE X – DISSOLUTION

In the event of dissolution of New Smyrna Beach Baseball Boosters, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the city or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – LIMIT ON LIABILITY AND INDEMNIFICATION

New Smyrna Beach Baseball Boosters, Inc. will indemnify and hold harmless each of its Directors, Officers, employees, and agents (and his or her executor, personal representative, and heirs), whether or not then in office, who were or are a party or are threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (including an action

or suit by or in the right of New Smyrna Beach Baseball Boosters, Inc.) by reason of the fact that the person is or was a Director, Officer, employee or agent of New Smyrna Beach Baseball Boosters, Inc., against expenses (including all attorneys' fees), judgments, fines and amounts paid in settlement incurred by the person in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. All attorneys' fees and costs will be reimbursed immediately by New Smyrna Beach Baseball Boosters, Inc. as they are incurred by such person, and promptly will be repaid to New Smyrna Beach Baseball Boosters, Inc. only upon a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. The right to indemnification is set forth in this Articles is in addition to and not exclusive of, all other rights to which such Director, Officer, employee or agent may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by New Smyrna Beach Baseball Boosters, Inc.

ARTICLE XII - AMENDMENTS

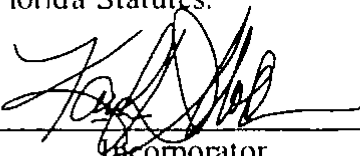
These Articles of Incorporation may be amended under the provisions of the Florida Statutes, except that no amendment may authorize New Smyrna Beach Baseball Boosters, Inc.'s Directors to conduct the affairs of the corporation in any manner or for any purpose contrary to the provisions of the Code section 501(c)(3).

ARTICLE XIII- INCORPORATOR

The name and address of the Incorporator is as follows:

Karrah Monk
321 Churchill Downs Blvd.
DeLand, Florida 32720

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Incorporator
Karrah Monk

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STATE
DEPT. OF STATE
FL



October 9, 2020

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

Re: Filing Articles of Incorporation

Dear Sir or Madam:

Enclosed please find proposed Articles of Incorporation and check number 470 for \$70.00 made payable to the Florida Department of State. Please file the Articles of Incorporation and return the document to this firm. Please do not hesitate to contact me with any questions or concerns.

Sincerely,

Melody Lankford
Melody Lankford, Esquire

Enclosures

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STATE
SEC. FL.