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## FLORIDA DEPARTMENT OF STATE Division of Corporations

June 29, 2022

CAPITAL CONNECTION

SUBJECT: PINELLAS COUNTY YOUTH BASEBALL, INC.

Ref. Number: W22000087408

We have received your document for PINELLAS COUNTY YOUTH BASEBALL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan Regulatory Specialist III

Letter Number: 222A00014723

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www.sunbiz.org

### CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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#### ARTICLES OF INCORPORATION

**OF** 

## PINELLAS COUNTY YOUTH BASEBALL, INC., A FLORIDA NOT FOR PROFIT CORPORATION

THESE ARTICLES OF INCORPORATION are hereby adopted and entered into this 14th day of June 2022 by and among the directors of Pinellas County Youth Baseball, Inc., a Florida not for profit corporation ("corporation")

#### ARTICLE I. NAME

The name of the corporation is "Pinellas County Youth Baseball, Inc., a Florida not for profit corporation".

#### **ARTICLE II. ADDRESS**

(a) The principal office of the corporation shall be located at the following address:

10150 98th St N. Seminole, FL 33777

or at such other place(s) as the Directors(s) shall determine from time to time.

(b) The mailing address of the corporation shall be:

c/o Amanda A. Felten 5453 Central Ave St. Petersburg, FL 33710

or at such other place(s) as the Directors(s) shall determine from time to time.

#### ARTICLE III. COMMENCEMENT

The existence of the corporation will commence on the date of filing of these articles of incorporation by the Department of State of the State of Florida. The term of existence of the corporation is perpetual

#### ARTICLE IV. PURPOSE

The purpose for which this corporation is organized is the transaction of any and all business for which nonprofit corporations may be incorporated under the laws of the State of Florida, as may be amended from time to time, except that the corporation is organized exclusively for educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

The specific purpose for which this corporation is organized and intends actually to engage in this State is to operate as a non-profit educational organization providing a supervised program of recreational and competitive baseball and softball program.

#### ARTICLE V. BOARD OF DIRECTORS

The management and affairs of the corporation shall be vested in the board of directors. The initial board of directors shall consist of nine (9) members. The number of directors may be either increased or decreased from time to time as provided in the bylaws but shall never be less than five.

Directors shall be elected in accordance with the bylaws. Only members with voting rights shall have the privilege of voting on the election of directors or on corporate matters.

The board of directors shall elect the following officers: president, vice president, treasurer, secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors and thereafter in accordance with the bylaws.

The names and residential addresses of the persons who are to serve as the initial directors are:

Jessica Bishop 9412 50th Way Pinellas Park FL 33782

Brian Coletti 13583 Cordova Dr Largo, FL 33774

Sara Conti 9712 Indian Key Tr Seminole, FL 33776

Amanda A. Felten 5453 Central Ave St. Petersburg, FL 33710

Korey Henson PO Box 771 Indian Rocks Beach, FL 33785 JT Lovaglio 12532 93rd Way Largo, FL 33773

Chris O'Driscoll 11960 92nd Ave Seminole, FL 33772

Max Perez 10824 Boca Club Ct Seminole, FL 33772

Mary Szaroleta 6843 Circle Creek Dr. N. Pinellas Park, FL 33781



#### ARTICLE VI. CORPORATE PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3).

#### ARTICLE VII. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the furtherance of the purposes set forth in these articles of incorporation. No substantial part of the corporation's activities 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 campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities by a corporation exempt from federal income tax under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE VIII. DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for purposes as set forth in <u>Article IV</u> of these Articles of Incorporation and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify every director, officer, employee, and agent, or his or her deirs, executors, and administrators, against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she may be a party by reason of his or her being, or having been, a director, officer, employee, or agent of the corporation, except in relation to those matters which he or she shall be adjudicated liable for negligence or misconduct.

#### ARTICLE X. DIRECTOR'S LIABILITY

No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director. However, this article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely: (i) a breach of duty of loyalty to the corporation; (ii) any acts or omissions which are not in good faith, or which involve

intentional misconduct or a knowing violation of the law; (iii) the authorizing of an unlawful payment or distribution out of the corporate assets; (iv) any transaction made in the furtherance of the exempt purposes of the corporation from which the director derived an improper personal benefit; or (v) any act or acts that can be defined under the laws of this State as conflicts of interest.

#### ARTICLE XI. DISCRIMINATION

The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

#### ARTICLE XII. ANNUAL MEETING

The annual meeting of the board of directors is to be held at a place either inside or outside of the State of Florida as fixed by the bylaws.

#### ARTICLE XIII. DURATION

The existence of this corporation shall be perpetual.

#### ARTICLE XIV. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

c/o Amanda A. Felten Weber, Crabb & Wein, P. A. 5453 Central Ave St. Petersburg, FL 33710

#### ARTICLE XV. AMENDMENTS

These Articles of Incorporation may be amended, repealed or altered in whole or in part by a twothirds vote of the members of the corporation provided notice of the proposed change is included in the notice of such meeting.

[Signature Block Appears on Next Page]

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these articles of incorporation on June 4.2022

Jessica Bishop 9412 50th Way

Pinellas Park FL 33782

Brian Coletti

13583 Cordova Dr

Largo, FL 33774

Sara Conti

9712 Indian Key Tr

Seminole, FL/33776,

Amanda A. Felten

5453 Central Ave

St. Petersburg, FL 33710

Korey Henson

PO Box 771

Indian Rocks Beach, FL 33785

JT/Lovaglio

12532 93rd Way

Largo, FL 33773

Chris O'Driscoll

11960 92nd Ave

Seminole, FL 33772

Max Perez

10824 Boca Club Ct

Seminole, FL 33772

Mary Szaroleta

6843 Circle Creek Dr. N.

Pinellas Park, FL 33781

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Jessica Bishop

9412 50th Way

Pinellas Park FL 33782

Brian Coletti

13583 Cordova Dr

Largo, FL 33774

Om W

Sara Conti

9712 Indian Key Tr

Seminole, FL 33776,

Amanda A. Felten

5453 Central Ave/

St. Petersburg, FL 33710

Korey Henson

PO Box 771

Indian Rocks Beach, FL 33785

JT Lovaglio

12532 93rd Way

Largo, FL 33773

Chris O'Driscoll 11960 92nd Ave

Seminole, FL 33772

—DocuSigned by:

MAX PEREY

Max Perez

10824 Boca Club Ct

Seminole, FL 33772

May Sardite

Mary Szaroleta

6843 Circle Creek Dr. N.

Pinellas Park, FL 33781

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: PINELLAS COUNTY YOUTH BASEBALL, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.

Amanda A. Fellen for Weber, Crabb & Wein, P.A.