

(Requestor's Name)

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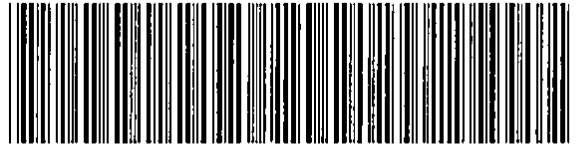
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL

DE

COVER LETTER

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

SUBJECT: THE MIRACLE LEAGUE OF MARTIN COUNTY, INC.,

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Trevor J. Sherrard

Name (Printed or typed)

34 SE 5th Street

Address

Stuart, FL 34994

City, State & Zip

772-207-6996

Daytime Telephone number

Trevor@SherrardLawGroup.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FL

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
THE MIRACLE LEAGUE OF MARTIN COUNTY, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION
In Compliance with Florida Statute Chapter 617**

The undersigned person, acting as an Incorporator of a Corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation, pursuant to Florida Statute Chapter 617.

The undersigned Incorporator, by these Articles, associate themselves for the purpose of forming a not-for-profit Corporation, pursuant to the laws of the State of Florida, and adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this not-for-profit Corporation is MIRACLE LEAGUE OF MARTIN COUNTY, INC., hereinafter referred to as "the Corporation", a Florida not for profit corporation.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The Corporation's principal place of business and mailing address is 34 SE 5th Street, Stuart, Florida 34994.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

(A) The purposes for which the Corporation is formed are: To promote the social welfare for handicapped children and adults of Martin County, Florida, and the rest of the United States, by building baseball fields equipped to allow handicapped use; to promote and foster the common good and general welfare of the people of this state through bringing about civic betterments and social improvements; to promote and foster charitable, educational or scientific activity for having purposes consonant with those of the Corporation; to accept, hold, invest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use or donate the income or principal, and to devote the same to, the above purposes of the Corporation; to sponsor, host and/or participate in events and activities that promote the non-profit baseball league for physically disabled children and adults, and the construction and operation of baseball facilities and play areas for physically or mentally challenged children and adults.

(B) To carry out this single purpose, the Corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt

purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(C) The Corporation is irrevocably dedicated to and operated exclusively for not-for-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE IV **GENERAL NATURE AND POWER**

The Corporation shall be, at all times, a not-for-profit corporation under the provisions of the Florida Not for Profit Corporation Act (i.e., Chapter 617, Florida Statutes). Notwithstanding anything herein to the contrary, the Corporation shall be organized and shall be operated exclusively for public charitable, scientific, health and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

1. The Corporation shall have the full power to:
 - (a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the benefit of any and all charitable purposes
 - (b) Carry on all the other activities allowed by the Laws of the State of Florida and the United States for a charitable, scientific, health and educational organization.
 - (c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and
 - (d) Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not for Profit Corporation Act.

ARTICLE V **TERM OF EXSISTENCE**

This Corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

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ARTICLE VI
ADMINISTRATION

The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

The Corporation shall provide for equal employment opportunities to all persons regardless of race, color, religion, sex, age or natural origin.

ARTICLE VII
MANNER OF ELECTION OF DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be not less than three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The Directors named in this certificate of incorporation as the first Board of Directors shall hold office until the first annual meeting of members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for such terms as are provided for in the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VIII
NAMES AND ADDRESSES OF INITIAL DIRECTORS

The names and addresses of the persons who are to serve as the initial directors, each of whom are eighteen (18) years of age or older, are as follows:

NAME

Trevor J. Sherrard, Esq.

ADDRESS

34 SE 5th Street,
Stuart, FL 34994

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Kayla Sherrard

3318 SW Vendome Street,
Port Saint Lucie, FL 34953

Maxwell E. Murray, Esq.

2014 N. 31st Ave.,
Hollywood, FL 33021

Steven B. Waldman, Esq.

2268 Carambola Circle
S. 501, Coconut Creek, FL
33066

Alexander J. Magrisso, Esq.

1901 Brickell Avenue,
Miami, FL 33129

ARTICLE IX
NAMES AND ADDRESSES OF INITIAL OFFICERS

The officers of the Corporation shall be the President (a/k/a Chairperson), the Vice-President (a/k/a Vice-Chairperson), the Secretary, the Treasurer, and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected or appointed annually or bi-annually by the Board of Directors, as more fully set forth in the Corporation's Bylaws.

The names of the initial officers to serve until the first election, are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Trevor J. Sherrard, Esq.	President	34 SE 5th Street, Stuart, FL 34994.
Maxwell E. Murray, Esq.	Vice President	2014 N. 31st Ave., Hollywood, FL 33021
Kayla Sherrard	Secretary/Treasurer	3318 SW Vendome Street, Port Saint Lucie, FL 34953

ARTICLE X
EFFECTIVE DATE OF INCORPORATION

This Corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

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CLERK
TALLAHASSEE, FL

ARTICLE XI **MEMBERS**

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the Bylaws, and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

The Corporation shall consist of persons, including individuals, partnerships, and corporations, elected to membership by the Board of Directors. All persons who are interested in objectives of the Corporation shall be eligible to membership. For proper cause and after reasonable notice and hearing, the membership of any person may be terminated by the Board of Directors.

The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age or natural origin.

ARTICLE XII **BY-LAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Corporate Act of the State of Florida, concerning corporate action that must be authorized or approved by the member(s) of the Corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a vote of two-thirds (2/3) of the directors, or by following the procedure set forth therefore in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

ARTICLE XIII **AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendments shall be approved by a two-thirds (2/3) affirmative vote of the members of the Board of Directors present. Notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable to obtain or maintain the Corporation's tax-exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

ARTICLE XIV **PROHIBITED ACTIVITIES**

No part of the net earnings 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 furtherance of the purposes set out 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 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, 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)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or (b) 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 or future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or (ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XV **DEDICATION OF ASSETS**

The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XVI **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purpose within the meaning of Article III hereof, or 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 public purposes. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction 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.

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JALLAHASSETT

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ARTICLE XVII
INDEMNIFICATION

The Corporation shall indemnify, including advancement of expenses, and any and all of its Directors or Officers, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, except in relation to matters as to which any such Director or Officer, or former Director or Officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of members or otherwise.

ARTICLE XVIII
DEFINITIONS

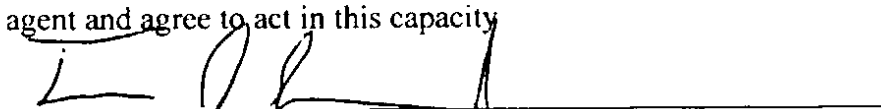
For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of "the Internal Revenue Code" shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

ARTICLE XIX
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of the Corporation is Trevor J. Sherrard, and the address of the registered agent is 34 SE 5th Street, Stuart, FL 34994.

IN WITNESS WHEREOF, I, the undersigned, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that I have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 617, Florida Statutes. Having been named as registered agent to accept service 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.



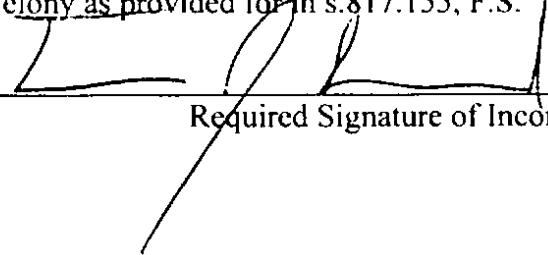
Required Signature of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FL
05/17/2023
Date

ARTICLE XX
INCORPORATOR'S NAME AND ADDRESS

The name of the Incorporator of the Corporation is Trevor J. Sherrard, and the address of the Incorporator is 34 SE 5th Street, Stuart, FL 34994.

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 s.817.155, F.S.



Required Signature of Incorporator

05/17/2023
Date

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