

# N95000000205

MORRISON, GILMORE & CLARK

ATTORNEYS AT LAW

334 SOUTH HYDE PARK AVENUE

TAMPA, FLORIDA 33606

ROBERT B. MORRISON, JR.  
RICARDO L. GILMORE  
GEORGE CLARK, III

POST OFFICE BOX 958  
TAMPA, FLORIDA 33601-0958  
TELEPHONE (813) 251-2204  
FAX (813) 251-3203

December 29, 1994

ATTN: Ms. Doris McDuffie  
State of Florida  
Corporate Division  
The Old Jail  
409 East Gaines Street  
Tallahassee, Florida 32301

700001385197  
-01/20/95--01050--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ARTICLES OF INCORPORATION OF  
THUNDERDOME LITTLE LEAGUE

Dear Ms. McDuffie:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and certify and return the copy to my attention. Also enclosed you will find our check or a money order payable to the Secretary of the State of Florida in the amount of \$122.50 for applicable fees to cover the filing of the Articles.

If you have any questions, please contact me at the number shown above. Thank you, as usual for your assistance.

Sincerely,

Ricardo L. Gilmore, Esq.  
RICARDO L. GILMORE, ESQ., for  
MORRISON, GILMORE & CLARK

/s/sec-lct

~~WAS 950~~  
EFFECTIVE DATE

12-31-94

620  
~~789, 625, 671~~  
FILED  
95 JAN -5 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 5, 1995

RICARDO L. GILMORE, ESQ.  
MORRISON, GILMORE & CLARK  
P.O. BOX 958  
TAMPA, FL 33601-0958

SUBJECT: THUNDERDOME LITTLE LEAGUE CHARTER, INC.  
Ref. Number: W95000000250

We have received your document for THUNDERDOME LITTLE LEAGUE CHARTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the enclosed check for \$122.50 or a newly issued check with your corrected document.

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 (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 095A00000403

January 11, 1995

Dear Ms. McDuffie:

Enclosed please find the above-referenced corporation with para 2 above complied with.

As always thanks for your help.

Sincerely,

enclosure

THELMA L. LITTLES, Secretary to  
MORRISON, GILMORE & CLARK

**FILED**

**ARTICLES OF INCORPORATION  
OF  
THUNDERDOME LITTLE LEAGUE CHARTER, INC.**

95 JAN -5 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned residents of the State of Florida, as incorporators, being eighteen (18) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Florida.

**EFFECTIVE DATE**

12-31-94

**ARTICLE ONE**

**NAME AND LOCATION**

The name of the corporation shall be Thunderdome Little League Charter, Inc., and its location shall be 1051 3rd Avenue North, Apt. # C-1, City of St. Petersburg, County of Pinellas, State of Florida.

**ARTICLE TWO**

**DURATION**

The period of duration of this nonprofit corporation shall be perpetual. This corporation shall be deemed to have commenced on December 31, 1994.

**ARTICLE THREE**

**PURPOSE AND POWERS**

The corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide recreational, educational and enrichment activities, and other attendant services primarily to the young residents of the Housing Authority of the City of St. Petersburg, including but not limited to recreational little league baseball activities;

To organize exclusively for nonprofit, recreational, educational, charitable and/or benevolent purposes, including, for such purposes, but not limited to receiving grants and contributions from the United States government, corporations, associations, and/or individuals, and using such exclusively for purposes described in Section 501(c)(3), and exempt from taxation or 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);

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Florida, and the object and purposes set forth in this instrument expressly provided that this nonprofit corporation shall also have the following powers, viz:

To conduct activities through grant funded programs or through contracts, either directly or through other corporations, which provide recreational, educational and enrichment activities, and attendant services primarily to young residents living in the Housing Authority of the City of St. Petersburg;

To conduct activities through grant funded programs or through contracts, either directly or through other corporations, to improve the quality of life of primarily young residents living in the Housing Authority of the City of St. Petersburg;

To make distributions to organizations that qualify as exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Revenue Law);

To engage in such other business or transactions which the Board of Directors of this corporation may from time to time authorize or approve, whether related or unrelated to the businesses heretofore described, or to any other business then or theretofore done by this corporation which may be calculated to promote the interest of this corporation, but in no event shall such

other business or transaction conflict with the aforementioned recreational, educational, charitable, benevolent and/or nonprofit purposes;

To exercise any and all powers and rights which a nonprofit corporation may now or hereafter exercise under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Internal Revenue Law), or under any laws of the State of Florida.

To act as principal, agent, joint-venturer, partner (general or limited), or in any other capacity which may be authorized or approved by the Board of Directors of the corporation and consistent with the Laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Internal Revenue Law);

To transact such business as described in the State of Florida or any other jurisdiction of the United States of America or elsewhere in the world consistent with the aforementioned purposes;

To act in a manner consistent with the aforementioned purposes, provided that no part of the net earnings of this corporation shall inure to the benefit of or be distributed 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 its educational purpose as set forth heretofore;

To act in a manner consistent with the aforementioned purposes, provided that no substantial portion of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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;

To act in a manner consistent with the aforementioned purposes, provided that notwithstanding any other provision of these Articles to the contrary, this corporation shall not carry on any other activities not permitted to be carried on by an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Internal Revenue Law);

To act in a manner consistent with the aforementioned purposes, provided that upon the dissolution of this corporation, the Board of Directors shall, upon paying or making provision for the payment of all the liabilities of this corporation, dispose of all the assets of the corporation exclusively for the purposes of this corporation in such manner, or to such exempt organization(s) pursuant to Section 501(c)(3) of the Internal Revenue Service of 1986 (or the corresponding provision of any future United States Revenue Law);

The foregoing statement of purpose shall be construed as a statement of both powers and purposes, and the powers and purposes in each clause shall, except where otherwise expressed, or limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Internal Revenue Law), be in nowise limited or restricted by reference to or inference from the terms or conditions of any clause, but shall be regarded as independent powers and purposes.

#### ARTICLE FOUR

##### NONSTOCK

The corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts

and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, benevolent, recreational and/or educational purposes, which are compatible with the stated overall purposes of this nonprofit corporation.

#### ARTICLE FIVE

##### INITIAL DIRECTORS AND OFFICERS

The number of directors constituting the initial Board of Directors of the corporation is one (1), and name and address of the person who is to serve as the initial director is as follows:

<u>Name</u>	<u>Address</u>
<i>Ray Price President</i>	<i>1051 3rd Avenue North St. Petersburg, Florida 33705</i>
<i>Jacob McCollough Vice-President</i>	<i>1051 3rd Avenue North St. Petersburg, Florida 33705</i>
<i>Robert Coughlin Secretary</i>	<i>1051 3rd Avenue North St. Petersburg, Florida 33705</i>
<i>Antoinette Cuffie Director</i>	<i>1051 3rd Avenue North St. Petersburg, Florida 33705</i>
<i>Beverly Hubbard Director</i>	<i>1051 3rd Avenue North St. Petersburg, Florida 33705</i>
<i>Barry Aldrich Director</i>	<i>1051 3rd Avenue North St. Petersburg, Florida 33705</i>
<i>Janice Atkins Director</i>	<i>1051 3rd Avenue North St. Petersburg, Florida 33705</i>
<i>Joan Marin Director</i>	<i>1051 3rd Avenue North St. Petersburg, Florida 33705</i>

ARTICLE SIX  
ELECTION OF DIRECTORS

The manner in which the directors are to be selected is outlined in the bylaws of this nonprofit corporation.

ARTICLE SEVEN  
CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be President, Vice-President, Secretary, and Treasurer;

The principal duties of the President shall be to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the Vice President shall be to discharge the duties of the President in the event of absence or disability, for any cause whatsoever, of the President.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation.

The principal duties of the Treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and



disbursed and of money and property on hand, and generally of all matters pertaining to his office.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the Board of Directors may so order, any two or more officers, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the bylaws.

#### ARTICLE EIGHT

##### ELECTION OF OFFICERS

The officers shall be selected by the directors, who shall first be selected as provided in the bylaws of the Corporation.

#### ARTICLE NINE

##### REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office in the State of Florida is *334 Hyde Park Avenue, City of Tampa, County of Hillsborough, State of Florida*, and the name of the initial registered agent at such address is *RICARDO L. GILMORE, ESQ.*

#### ARTICLE TEN

##### PROHIBITION AGAINST SPECIFIC ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) for a corporation exempt from Federal income tax under Section 501(c)(3) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) for 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).

#### ARTICLE ELEVEN

##### MEMBERSHIP

The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the bylaws.

#### ARTICLE TWELVE

##### LIMITATION ON MEMBER LIABILITY

The private property of the members of this corporation shall not be liable for its corporate debts.

#### ARTICLE THIRTEEN

##### REASONABLE COMPENSATION FOR SERVICES RENDERED

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 to or for the corporation in carrying out one or more of its purposes.

ARTICLE FOURTEEN

BYLAWS

The bylaws of this corporation shall be promulgated by the Board of Directors and may be amended as provided therein.

ARTICLE FIFTEEN

AMENDMENTS

These Articles may be amended in the manner consistent with the bylaws of the corporation and as provided by statute at the time of amendment.

ARTICLE SIXTEEN

INCORPORATOR

The name and residence of the person forming this corporation is as follows:


Name

Address

Ray Price  
President

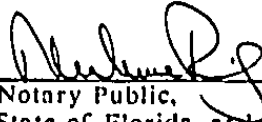
1051 3rd Avenue North  
St. Petersburg, Florida 33705

IN WITNESS WHEREOF, the undersigned, being the incorporator and the person named herein as the initial Director, has executed these Articles of Incorporation on the 26th day of May, 1994.

  
\_\_\_\_\_  
RAY PRICE, PRESIDENT

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of May, 1994 by Ray Price, the Initial President of Thunderdome Little League Charter, Inc., a Florida non-profit corporation, on behalf of the corporation. He/she is personally known to me or has produced as identification and did not take an oath.

  
\_\_\_\_\_  
Notary Public,  
State of Florida, at Large

My Commission Expires:  
MARLENE REN  
MY COMMISSION # CC 234737 EXPIRES  
NOVEMBER 11, 1996  
BONDED AND TRUST FIDELITY INSURANCE CO.



CERTIFICATE

That the Thunderdome Little League Charter, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Ricardo L. Gilmore, Esq., located at 334 Hyde Park Avenue, City of Tampa, County of Hillsborough, State of Florida 33606, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above - named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

  
\_\_\_\_\_  
RICARDO L. GILMORE, ESQ.

b:thunder1

FILED  
95 JUN -5 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA