

LAW OFFICES

JAMES R. MEROLA, P.A.

11380 PROSPERITY FARMS ROAD, SUITE 204
PALM BEACH GARDENS, FLORIDA 33410

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N9500001276

March 13, 1995

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32304

8000001481678
03/16/95--01075--004
*****70.00 *****70.00

Re: North Palm Beach Girl's Softball Association, Inc.

Gentlemen:

Enclosed herewith please find Articles of Incorporation, in duplicate, for the above-referenced not-for profit corporation, together with our client's check in the amount of \$70.00 representing your filing fees.

Kindly file the original and return the conformed copy to us for our records.

If you have any questions concerning the enclosed, please do not hesitate to call.

Very truly yours,

Carolyn E. Moore
Carolyn E. Moore
Secretary

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Enclosures

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11/11/95

ARTICLES OF INCORPORATION
OF
NORTH PALM BEACH GIRL'S SOFTBALL ASSOCIATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

We, the undersigned, hereby associate ourselves, with other persons, into a body corporate, Not-for-Profit, under the provisions of Chapter 617 of the Florida Statutes.

ARTICLE 1 - CORPORATE NAME

The name of the corporation shall be NORTH PALM BEACH GIRL'S SOFTBALL ASSOCIATION, INC., referred to hereafter as "Association" or "corporation".

ARTICLE 2 - CORPORATE PURPOSE

The general nature of the corporate purpose is as follows:

a. To conduct a softball program for girls, such that they may learn the skills of the game of softball, and to encourage teamwork and sportsmanship, together with other related activities.

b. To do all or any of the things hereinbefore authorized either alone or in conjunction with any other corporation or organization, institution, society or body with which this Corporation may co-operate with or otherwise join so long as authorized by the Board and not in conflict with the charitable and educational nature of the corporation. All titles or ownership of any books or other material purchased with the organization's funds will be held by the organization. All titles, copyrights, royalties or similar interest in tape recordings, books or other materials prepared for the organization's activities will be held by the organization and in its name.

c. To accept gifts, endowments, subscriptions, donations, bequests or devises of lands, monies, securities or other real or personal property and to hold funds in trust for same, and to take any lawful action as from time to

time may be deemed necessary by the Board of Directors, to solicit for donations, annual subscriptions or otherwise.

d. To purchase, sell, lease, exchange or otherwise acquire, modify, renovate or construct any real or personal property and to have any legal rights or privileges necessary for the promotion of the Association's objectives and purposes, so long as the exercise of any such rights enumerated herein do not interfere with or disqualify NORTH PALM BEACH GIRL'S SOFTBALL ASSOCIATION, INC., as exempt from Federal income tax under the Internal Revenue Code.

e. To invest the assets of the corporation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in the absolute discretion of its Board of Directors for the time being, subject nevertheless to such conditions, if any, and such consents, if any, as may for the time being be imposed or required by law and subject also as hereinafter provided. The income and property of the Corporation shall be applied solely towards the promotion of its objects as set forth in these Articles of Incorporation and other governing documents, including By-Laws and any Rules which the Board may properly adopt. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the corporation and no Director shall be appointed to any office of the corporation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the corporation provided that nothing herein shall prevent any payment in good faith by the corporation:

(1) of reasonable and proper remuneration to any member or officer or employee of the corporation not being a director for any professional services rendered to the corporation;

(2) of reasonable and proper rent for premises demised or let by any member of the corporation or any director;

(3) to any director's reasonable and proper out-of-pocket expenses.

f. To make all reasonable and necessary provision for the payment of salaries, pensions, and allowable benefits to or on behalf of employees, former employees and their widows and other dependents as may be found necessary by the Board of Directors.

g. To purchase, pay, or otherwise acquire and undertake all such actions which may be lawfully done or undertaken by the corporation conducive to the attainment of the purposes of the corporation.

The foregoing provisions setting forth the nature of the corporate purpose shall be construed as objects and powers and furtherance and not in limitation of the general powers conferred upon Not-for-Profit corporations by the laws of the State of Florida in effect at the date of this incorporation and as thereafter amended. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to restrict in any manner not in conflict therewith the powers of the corporation, and that the corporation may do any and everything necessary, suitable, or proper, subject to the laws of Florida regarding Not-for-Profit corporations, for the accomplishment of any other purposes or objects here and before enumerated.

Purposes Shall Not Conflict with 501(c)(3) of the Internal Revenue Code:

Notwithstanding any other provisions of these Articles, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Service of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this Association shall not carry on any activities not permitted to be carried on by an organization 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.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future Federal tax code, or

shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III - STOCK AND DIVIDENDS

At no time shall the corporation have or issue shares of stock nor shall the corporation pay any dividend or distribute any part of its income to its members, directors, or officers.

ARTICLE IV - CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS/REGISTERED AGENT

The principal place of business of the corporation shall be 11380 Prosperity Farms Road, Suite #204, Palm Beach Gardens, Florida, 33410, with the privilege, however, of having branch offices or places of business in any other place or places within or without the State of Florida. Its initial registered office shall be 11380 Prosperity Farms Road, Suite #204, Palm Beach Gardens, Florida, 33410, and its initial registered agent at such address is JAMES R. MEROLA.

ARTICLE VI - BOARD OF DIRECTORS/OFFICERS

The corporation shall have a Board of Directors comprised of not less than three (3) members, the exact number of members to be fixed by the By-Laws of the Association. Initially there shall be nine (9) Directors. The Board and the Officers of the Corporation shall be selected according to the provisions as set forth in the corporation's By-Laws. Election shall be held on an annual basis as provided in the corporate By-Laws. The names and addresses of the initial Board of Directors and officers who shall hold office for the first year of the existence of this corporation or until their successors are elected and have qualified, are:

<u>Director</u>	<u>Address</u>
JUDI SOLLY	505 Gulf Road, North Palm Beach, FL 33408
DAVE SOLLY	505 Gulf Road, North Palm Beach, FL 33408
KATHY ROGERS	3788 Holiday Road, Palm Beach Gardens, FL 33410
ORLANDO PUYOL	616 Lighthouse Drive, North Palm Beach, FL 33408
ELLEN DICKSON	539 Gulf Road, North Palm Beach, FL 33408
MARY BREEN	9108 Reed, Palm Beach Gardens, FL 33410
BRIAN MARSHALL	P. O. Box 7064, Jupiter, FL 33468
ALAN ORTMAN	14536 82 Lane North, Loxahatchee, FL 33470
HAYES RUIZ	3801 Holiday, Lake Park, FL 33410

ARTICLE VII - SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are as follows:

<u>Subscriber</u>	<u>Address</u>
ORLANDO PUYOL	616 Lighthouse Drive, North Palm Beach, FL 33408

ARTICLE VIII - OFFICERS

Initially, there shall be a President, Vice President, Secretary, Treasurer, Equipment Manager/Director, Pony Tail Director, Intermediate Director, Junior Director, and Senior Director. Additional officers charged with the execution of the affairs of the Association may be established and appointed by the Board of Directors as provided in the By-Laws.

ARTICLE IX - QUALIFICATION OF MEMBERS

Any individual may become a member of this corporation as prescribed in the By-Laws. Voting as well as other rights and privileges of members are as set forth in the By-Laws.

ARTICLE X - BY-LAWS

The Board of Directors of this corporation may adopt the original By-Laws for the conduct of its business, such By-Laws being subject to the confirmation of the membership at the first annual meeting of the corporation.

ARTICLE XI - INDEMNIFICATION OF
DIRECTORS, OFFICERS AND SUBSCRIBERS

Every director and every officer of the Association may be indemnified if provided for in the By-Laws, by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred; except that when the director or officer is adjudged guilty of willful misconduct or malfeasance in the performance of his/her duties such indemnification shall not lie. In the event of a settlement in any proceeding to which a director, officer or Association is a party, the indemnification described above shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled under the By-Laws, vote of members or otherwise.

ARTICLE XII - AMENDMENT OF ARTICLES

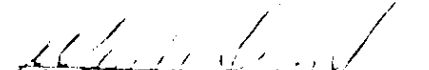
These Articles of Incorporation may be amended by the membership as follows: every proposed amendment shall be approved by the Board of Directors, and after at least fourteen (14) days prior notice to the membership of a regular or special meeting called to consider said amendment, it shall be approved by affirmative vote of seventy-five (75%) percent of the members in attendance at said meeting.

ARTICLE XIII - DESIGNATION OF REGISTERED AGENT

That NORTH PALM BEACH GIRL'S SOFTBALL ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its registered office located at 11380 Prosperity Farms Road, Suite #204, Palm Beach Gardens, Florida, 33410, has named JAMES R. MEROLA, as its agent to accept service of

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IN WITNESS WHEREOF we have made and subscribed these Articles of
Incorporation this 10th day of _____, 1995


Orlando Puyol

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly
authorized in the State and County aforesaid, to take acknowledgements,
personally appeared ORLANDO PUYOL, the Subscriber to these Articles of
Incorporation, to me well known to be the person described as subscriber and who
executed the foregoing Articles of Incorporation, and acknowledged before me that
he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this
_____ day of _____, 1995.

Notary Public
My Commission Expires:

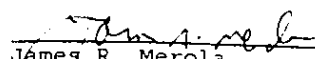
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CAROLYN F. MOORE
MY COMMISSION # CC342429 EXPIRES
February 13, 1998
BONDED BY THE FAIR INSURANCE CO.

ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.


James R. Merola
11380 Prosperity Farms Road, Suite #204
Palm Beach Gardens, Florida 33410

Date: 3/10/95