

N95000001687

3.27.95

TO WHOM IT MAY CONCERN:

WE HAVE 2 ASR TERMS THAT NEED TO
BE INCORPORATED SO WE CAN GET A TAX EXEMPT
NUMBER. A HUSBAND, WIFE COACH EACH TERM.
THE MA. HAS THE OLDER GIRLS' TERM AND
THE MA. HAS THE YOUNGER GIRLS.

I DID NOT KNOW IF I HAD TO SUBMIT
A CHARTER FOR EACH OR ONE CONTAINED
IN IVE SENT YOU ALL 3. USE THE
APPROPRIATE CHARTER(S).

IF YOU HAVE ANY QUESTIONS, FEEL
FREE TO CALL ME:

(407) 360.2124 NAME

678.0642 - ~~DE~~ TUE-FR 10-2:00

Thanking you in ADVANCE for your ASSISTANCE,
Dale H. Westman

17 JUL 1964
10 11 PM '64
FALLS CHURCH, VA
9512210 1000Z

04/17/95 - 01041 - 014
*****70.00 *****70.00

10/15/70
10/15/70



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

March 31, 1995

DEBBI WESTBROOK
1487 THORNHILL CIRCLE
OVIEDO, FL 32765-6583

SUBJECT: ORLANDO ACES, INC.
Ref. Number: W95000007022

We have received your document for ORLANDO ACES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

| | |
|---------------------------------|----------|
| Filing Fees | \$35. |
| Registered Agent Designation | \$35. |
| Certified Copy | \$52.50 |
| Total Fee Due | \$122.50 |

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 295A00014619

ARTICLES OF INCORPORATION
OF
ORLANDO ACES, INC.

FILED
95 APR 10 11 00 AM
STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to organize a corporation not for profit under the laws of the State of Florida, hereby associate ourselves to make, subscribe, acknowledge and file with the Department of State of the State of Florida, the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation shall be: Orlando Aces, Inc. (hereafter, "Corporation"). The address of the initial principal office shall be: 3822 Janie Court Orlando, Florida 32822.

ARTICLE II
ENABLING LAW

This Corporation is organized pursuant to the Corporations Not for Profit Act of the State of Florida, embodied in Chapter 617 of the Florida Statutes.

ARTICLE III
PURPOSES AND POWERS

A. This Corporation is organized and shall be operated exclusively for the purposes of fostering national amateur sports competitions and primarily to conduct national sports competitions and/or to support and develop amateur athletes for such competitions, within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

B. This Corporation shall have all the powers of a natural person, subject only to limitations imposed by these Articles, the by-laws of the Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these articles, this Corporation shall not carry on any 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 of 1954, or (b) by a corporation organized under Section 1 70(c) (2) of the Internal Revenue Code of 1954, as amended, or (c) by a corporation as defined in Section 617.0105, Fla. (1985) or Sections 509,4941, et seq., Title 26 of the United States Code.

C. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501 (h) of the Internal Revenue Code of 1954), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, peace or educational purposes.

Notwithstanding any of the above statement of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the primary purposes of this Corporation.

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 forth herein.

ARTICLE IV DURATION

This Corporation shall have perpetual existence.

ARTICLE V INCORPORATOR

Name of Incorporator

Address

Debbi Westbrook

1487 Thornhill Circle
Oviedo, Florida 32765

ARTICLE VI MEMBERSHIP

Membership in the Corporation shall be open to any person, family, corporation, or other entity upon receipt of an application and payment of an annual fee if any to be established from year to year by the Corporation's Board of Directors. Members, except the Board of Directors, are not entitled to voting rights.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and the street address of the Initial Registered Agent Office shall be:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Debbi Westbrook | 1487 Thornhill Circle Oviedo, Florida 32765 |

ARTICLE VIII
MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of not less than three (3), but not more than ten (10) members

The initial Board of Directors shall consist of:

| | |
|-------------------|------------------------|
| Barbara Persinger | President / Manager |
| Paula Burson | Vice President / Coach |
| Deana Abendroth | Treasurer |

The Board of Directors and Officers shall be elected annually in a manner prescribed by the by-laws. Any vacancies on the Board of Directors shall be filled by the remaining Directors, by a majority.

ARTICLE IX

BY-LAWS

By-laws will be hereinafter adopted at the first meeting of the Board of Directors. Such by-laws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the by-laws shall be binding on all members of this corporation.

ARTICLE X

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members eligible to vote. Amendments may be adopted by vote of at least two-thirds of the members eligible to vote.

ARTICLE XI

DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by a two-thirds vote of the Corporation's members eligible to vote.

All the property and assets of this Corporation are irrevocably dedicated to social welfare purposes meeting the requirements for exemptions provided by 501 (c) (3) of the Internal Revenue Code of 1954. No part of said property or assets shall ever inure to the benefit of any Member, Director or Officer or to the benefit of any private individual. upon dissolution, winding up or abandonment of the Corporation, its assets remaining after payment, or provision for

payment, of all debts and liabilities of this Corporation shall be distributed for use in furtherance of the purposes of the Corporation as set forth in Article III of these Articles of Incorporation, to a non-profit organization whose interest is in girls softball or girls sports, if it is then in existence and being operated for charitable purposes and qualified as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954. Any such asset not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the extent permitted by law.

IN WITNESS WHEREOF, the subscribers have executed these Articles of Incorporation, this 13th day of March, 1995.

Debra Westmeyer
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared Debbi Westbrook, to me known to be the person described in and who executed the foregoing Articles of Incorporation of ORLANDO ACES, INC., who was personally known to me and did not take an oath.

WITNESS my hand and official seal this 13th day of March, 1995.

Seal



Notary Public, State of Florida at Large



LYNN M GUERRIERE
My Commission CC368543
Expires May. 02, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
25 APR 10 AM 8:26
CLERK OF DISTRICT COURT
STATE OF FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That ORLANDO ACES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at, County of Orange, State of Florida, has named Debbi Westbrook, located at 1487 Thornhill Circle, County of Seminole, Oviedo, Florida 32765, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Debbi Westbrook
RESIDENT AGENT