

N95000002511

May 1, 1995

Vincent Smith
Bratball, Inc.
P.O. Box 20592
St. Petersburg FL 33742-0592


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

Enclosed please find one original and one copy of Articles of Incorporation for Bratball, Inc., a not for profit corporation. Also enclosed is the required filing fee in the amount of \$122.50. Please forward completed documents to the Post Office address listed above.

Any questions can be answered by calling (813) 528-2383.

Thank you.

Sincerely,



Vincent Smith

ENCLOSURE 14775218
-05/05/95--01104--014
***122.50 ***122.50

B. REGISTER MAY 1 1 1995

189, 2295, 615, 671,

W.95-9970

D. BROWN MAY 2 6 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 11, 1995

VINCENT SMITH
PO BOX 20592
ST PETERSBURG, FL 33742-0592

SUBJECT: BRATBALL, INC.
Ref. Number: W95000009970

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

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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"); 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 (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 995A00023934

ARTICLES OF INCORPORATION
OF
BRATBALL, INC.

We, the undersigned Subscribers, hereby form a not for profit corporation in accordance with the provisions of the Laws of the State of Florida, as set out in Florida Statutes, and to that end we certify and declare the following as our Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

BRATBALL, INC.

The address of the principal office of this corporation shall be 5631 1st Street North, St. Petersburg, FL 33703, and the mailing address shall be Post Office Box 20592, St. Petersburg, FL 33742-0592.

ARTICLE II. NATURE OF BUSINESS

This Corporation is organized for the purpose of promoting and teaching youth sports or any lawful not for profit purposes permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Article of Incorporation. This Corporation shall have three directors initially. The name and addresses of the initial members of the Board of Directors are:

Vincent Smith
5631 1st Street NE
St. Petersburg, FL 33703

George Gillette
5631 1st Street NE
St. Petersburg, FL 33703

Julie Madden
116 12th Avenue NE
St. Petersburg, FL 33701

Maggie Poling
1815 76th Avenue North
St. Petersburg, FL 33702

Nicole Whitlow
11564 116th Street North
Largo, FL 34648

Ellen Meister
6650 Stewart Avenue North
St. Petersburg, FL 33702

ARTICLE IV. TERM OF OFFICE

All Officers and Directors of the Corporation shall continue in office until their term expires as prescribed by the By-Laws.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually unless dissolved in such manner as provided by the Laws of the State of Florida and or as required by the Internal Revenue Service rules and regulations governing not for profit corporations.

ARTICLE VI. REGISTERED AGENT

The street address of the initial registered agent of the corporation shall be 5631 1st Street NE, St. Petersburg, FL 33703 and the name of the initial registered agent of the corporation at that address is Vincent Smith.

ARTICLE VII. AMENDMENTS

The Board of Directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws, and the articles of incorporation shall be amended as provided in the Statutes of Law of the State of Florida.

ARTICLE VIII. BOARD VACANCIES

Any vacancy of the board of directors may be filled by the affirmative vote of majority of the remaining directors. Any director so elected shall serve until the director's successor has been elected and qualified.

ARTICLE IX. INDEMNIFICATION

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves at the request of the corporation as a director, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors, and assigns. Indemnification specifically provided by the Laws of the State of Florida shall not be deemed exclusive of any rights to which such Director, officer, employee, or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

ARTICLE X. NO PERSONAL LIABILITY

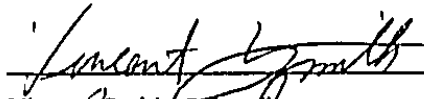
No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

Article XI. INCOME TAX STATUS

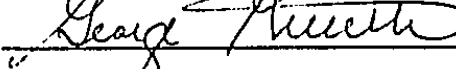
In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the corporation shall operate exclusively as a nonprofit educational organization providing a supervised program of competitive youth sports games. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

"In the event of dissolution, the residual assets of the corporation (Bratball, Inc.) will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(e) of the Internal Revenue Code or any future corresponding provision, or to the Federal, State or Local Government for the exclusive public purposes."


IN WITNESS WHEREOF, we the undersigned subscribers to these articles of incorporation have set our hands and seal this 15th day of May, 1995.



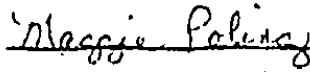
Vincent Smith, Subscriber



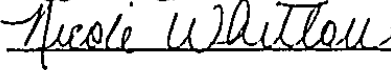
George Gillette, Subscriber



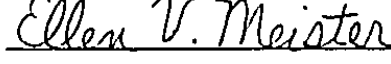
Julie Madden, Subscriber



Maggie Poling, Subscriber



Nicole Whitlow, Subscriber



Ellen Meister, Subscriber

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION

I, Vincent Smith, hereby am familiar with and accept the obligations of the position of Registered Agent for said corporation, under Section 607.0505, Florida Statutes.

By: *Vincent Smith*
Vincent Smith

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 15th day of May, 1995, before me, an officer duly authorized, personally appeared Vincent Smith, George Gillette, Julie Madden, Maggie Poling, Nicole Witlow and Ellen Meister, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and they acknowledged before me that they executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid, this day and year last above written.

Shirley A. Carson
Notary Public - State of Florida

My Commission Expires:

