

Transmittal Letter

Department of State
Division of Corporations
409 E. Gailton St.
Tallahassee, FL 32399
(904)487-6052

Subject: Viking Baseball, Inc.
Proposed corporate name

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

___\$122.50

These documents were prepared by:

FC Sales Group
11601 Biscayne Blvd., Suite 306
N. Miami, FL 33181
(305)895-7655

RECEIVED
FEB-6 PM 3:03
TALLAHASSEE, FL
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****122.50 ****122.50

2-9-96
TB

**ARTICLES OF INCORPORATION
OF
VIKING BASEBALL, INC.**

A NON-PROFIT CORPORATION

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit corporation under the provisions of the Florida Non-Profit Corporation Act as follows:

ARTICLE I

Name. The name of the corporation is VIKING BASEBALL, INC.

ARTICLE II

Duration. The duration of the corporation shall be perpetual.

ARTICLE III

Office. The location of the corporation is in the County of Dade, and the State of Florida. The address of the office is 19321 NW 46th Avenue, Carol City, FL 33056. The Registered Agent is Juan Rodriguez.

ARTICLE IV

Purpose. The corporation is organized as a non-profit corporation for the following purposes:

(A) The specific and primary purposes are:

- (1) Appropriate monies for activities through fund raising and contributions.
- (2) Formally decide and vote on different fund raising activities.
- (3) Allocate monies for the different activities.
- (4) Devise and run summer and winter athletic and educational camps.
- (5) Purchase uniforms and equipment for athletic sports.
- (6) Plan and pay for educational field trips.
- (7) Design and run a community tutoring service for K through 12 grade.
- (8) Research and plan to offer educating scholarships to students in the community.

-6 FEB -5 PM 12:09
SECRET
MILWAUKEE, WISCONSIN

(B) In furtherance, but not in limitation of, the foregoing charitable and educational purposes, the Corporation shall have the following powers:

(1) To solicit, collect, and receive monies and other assets, and to administer funds and contributions received by grant, gift, deed bequest or devise, otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand, contribute, use, sell or otherwise dispose of any monies, securities, property, rights or services acquired for the purposes above mentioned;

(2) To exercise all other rights and powers conferred upon corporations under the General Non-Profit Corporation Act of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable and educational purposes of the corporation.

(C) All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE V

Qualifications of Members. Any person 21 years of age or older committed to the specific and primary purposes stated herein, upon the approval of the board of directors, shall be eligible for membership in this Corporation.

ARTICLE VI

No substantial part of the activities of the Corporation shall be the carrying on any propaganda, or otherwise attempting to influence legislation, and Corporation shall not participate in, or intervene in, any public campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal and State income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE VII

Incorporators. The names and residences of each of the Incorporators are as follows:

- | | |
|--------------------|------------------|
| 1. President: | Oreon Pinkston |
| 2. Vice President: | Johnny Robertson |
| 3. Treasurer: | Debbie Guyton |
| 4. Secretary: | Amanda Rodriguez |

ARTICLE VIII

Officers. The names of the officers chosen at the initial meeting and who will serve until their respective successors are elected at the subsequent meeting are as follows:

President: Oreon Pinkston; Vice President: Johnny Robertson; Treasurer: Debbie Guyton; Secretary: Amanda Rodriguez.

The officers of the corporation shall be elected by the members of the Corporation and each officer must be a member in good standing.

ARTICLE IX

Board of Directors. The names and residences of the initial directors until the first meeting of the corporation are:

- | | |
|--------------------|------------------|
| 1. President: | Oreon Pinkston |
| 2. Vice President: | Johnny Robertson |
| 3. Treasurer: | Debble Guyton |
| 4. Secretary: | Amanda Rodriguez |

The number of Directors may be fixed or changed from time to time by amendment of the By-laws of this Corporation adopted by the vote of the members of the Corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of Members of the Corporation called pursuant to the By-laws, but in no event shall the number of Directors be less than three (3) Directors.

ARTICLE X

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of the Directors at any meeting called pursuant to the By-laws.

ARTICLE XI

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of the Directors, provided that any such action be undertaken in accordance with the laws of the State of Florida.

ARTICLE XII

This Corporation is formed solely for charitable and educational purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the Members thereof, or to any individual, 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 specific and primary purposes. The Property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational, and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member or to the benefit of any individual.

ARTICLE XIII

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of Dade County in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XIV

Any person, their heir, executor or assign; made or threatened to made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expense, including attorneys' fees and disbursements incurred by him/her in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which is shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled apart from this Article.

IN WITNESS WHEREOF, the Incorporators have agreed to these Articles of Incorporation the 1st day of February, 1996.




Michael A. Nelson
Incorporator

FILED
FEB - 6 PM 09
CLERK OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Oreon Pinkston, Johnny Robertson, and Amanda Rodriguez, known to me to be the Incorporators and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me this 1st day of February, 1996.



Michael A. Nelson
State of Florida

OATH OF RESIDENT AGENT

Pursuant to, and as an addendum to the Articles of Incorporation of Viking Baseball, a corporation not for profit, the undersigned hereby states that the corporate office and the resident agent thereat upon whom process may be served for VIKING BASEBALL, INC., is Juan Rodriguez, 19321 NW 46th Avenue, Carol City, Florida 33056.

The undersigned accepts such responsibility as said resident agent.

Dated: 2/5/96

Juan Rodriguez
Juan Rodriguez

STATE OF FLORIDA

COUNTY OF DADE

I HERE BY CERTIFY that on this day before me an officer duly qualified to take acknowledgments personally appeared Juan Rodriguez, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL IN THE County and State last aforesaid this 1st day of February, 1996.

Michael A. Nelson
Michael A. Nelson, P.A.

96 FEB -6 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEBIT MEMORANDUM

 TO : **N 96 000000698**
 DEPARTMENT OF STATE

FOR OFFICIAL USE
 DATE NUMBER

STATE OF FLORIDA
 OFFICE OF STATE TREASURER
 TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	
TRUST	1,038.75	ACCOUNT CLOSED	2	2
OTHER		UNCOLLECTED FUNDS	3	
TOTAL	1,038.75	OTHER	4	

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		3	0.00
12	45-20-2-130001-45300000-00-000100-00		1	2.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	601.25

GRAND TOTAL: \$ 1,038.75

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 96 FEB 29 PM 1:41
 FINANCIAL MANAGEMENT

Process Date: 02/15/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson
 State Treasurer

FOUNDATION CONSULTING SERVICES, INC.
18800 NW 2ND AVE., SUITE 201
NORTH MIAMI, FL 33169

PRESENTED TWICE **DO NOT**

DATE FEB 12 1986

PAY TO THE ORDER OF *Department of State*

One hundred twenty four Dollars and 00/100

REDEPOSIT

GREAT WESTERN BANK 
125 NORTHWEST 18TH STREET
MIAMI, FL 33135
1-800-571-1111

NSA

MEMO *Vikky Barkall*

1: 2670812531: 7198098953#

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DEPT OF STATE 4500453
FOR DEPOSIT ONLY
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***122.50

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03/13/2000



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 6, 1996

Foundation Consulting Services, Inc.
18800 NW 2nd Avenue, suite 201
North Miami, FL 33169

SUBJECT: VIKING BASEBALL, INC.
Ref. Number: N96000000698

Debit Memo #: 62741-B

This is to inform you that your check #540 dated February 5, 1996 in the amount of \$122.50 and submitted for VIKING BASEBALL, INC. has been returned to us by your bank because of Nonsufficient Funds.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call
(904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 296A00010010

cc: Viking Baseball, Inc.
19321 NW 46th Avenue
Carol City, Florida 33056



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1996

Foundation Consulting Services, Inc.
18800 NW 2nd Avenue, Suite 201
North Miami, FL 33169

SUBJECT: VIKING BASEBALL, INC.
Ref. Number: N96000000698

Debit Memo #: 62741-B

Due to your failure to respond to our previous letter advising you of the returned check #540, the Articles of Incorporation for VIKING BASEBALL, INC. have been cancelled and are considered not filed as of April 22, 1996.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 396A00018823

cc:Viking Baseball, Inc.
19321 NW 46th Ave.
Carol City, Florida 33056