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LAW OFFICES

CHESSER, WINGARD, BARR, WHITNEY,  
FLOWERS & FLEET, P. A.

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HARRY E. BARR  
BOBBY L. WHITNEY, JR.  
MICHAEL A. FLOWERS  
H. BART FLEET

1801 EOLIN PARKWAY  
TALLAHASSEE, FLORIDA 32310

(904) 651-0944  
FAX (904) 651-6084

J. D. WINGARD, JR.  
(OF COUNSEL)

February 20, 1996

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-02/26/96--01097--013  
\*\*\*\*122.50 \*\*\*\*122.50

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

RE: CHOCTAW BASEBALL DIAMOND CLUB, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 to cover the cost of filing fees, a certified copy and Registered Agent Designation. Once filed, please forward the certified copy to this office at the address indicated above. If you are in need of further information feel free to contact me. Thank you for your assistance.

Sincerely yours,

*Sharon J. Hinze*

Sharon J. Hinze  
Secretary to H. Bart Fleet

Enclosures

*Election of director*

*Bart Fleet* GAVE  
AUTHORIZATION BY PHONE TO  
COR. SEC. *art VI*  
DATE *2/29/96*  
DOC. EXAM. *BR*

*W96-4516*

FILED  
96 FEB 26 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER FEB 28 1996

FILED  
96 FEB 26 AM 0:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

CHOCTAW BASEBALL DIAMOND CLUB, INC.

A Non-Profit Corporation

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be CHOCTAW BASEBALL DIAMOND CLUB, INC., and its location shall be 1219 Twin Bay Drive, City of Fort Walton Beach, County of Okaloosa, State of Florida, 32547.

ARTICLE II - PURPOSES

The purpose for which this corporation is organized is for the promotion of high school baseball in the State of Florida. Said corporation is organized to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and which such organizations exist exclusively for charitable, religious and educational purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in this state is 1201 Eglin Parkway, Shalimar, FL,

32579. The initial registered agent at said registered office is H. Dart Fleet.

ARTICLE V - INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Dan Parkton	1219 Twin Bay Drive Ft. Walton Beach, FL 32547
William W. Abbott, Jr.	231 Yacht Club Drive Ft. Walton Beach, FL 32548
Mary P. Plummer	631 Powell Drive Ft. Walton Beach, FL 32547
Luci Nation	736 Mayflower Avenue Ft. Walton Beach, FL 32547

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors shall consist of ten (10) members. The names and addresses of the first Board of Directors are: The directors shall be elected as stated in the by laws.

<u>NAME</u>	<u>ADDRESS</u>
Dan Parkton	1219 Twin Bay Drive Ft. Walton Beach, FL 32547
William W. Abbott, Jr.	231 Yacht Club Drive Ft. Walton Beach, FL 32548
Mary P. Plummer	631 Powell Drive Ft. Walton Beach, FL 32547
Luci Nation	736 Mayflower Avenue Ft. Walton Beach, FL 32547

Richard G. Bounds	Choctawhatchee High School 110 Racetrack Road Ft. Walton Beach, FL 32548
Benjamin F. Anderson	569 L'Ombra Circle Ft. Walton Beach, FL 32547
Dale Waldorff	915 Sunset Bay Court Shalimar, FL 32579
Lee Gibson	620 Mooney Road Ft. Walton Beach, FL 32547
Bobby Scott	714 Rodney Avenue Ft. Walton Beach, FL 32547
Skip Royster	808 East Lake Drive Shalimar, FL 32579

#### ARTICLE VII - MEMBERS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The corporation shall be a nonstock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

#### ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida law.

#### ARTICLE VIII - TAX MATTERS

(1) The corporation is authorized to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the

principal thereof exclusively for nonprofit purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto as such section and regulations now exist or as they may hereafter be amended.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code

of 1986, or corresponding provision or any subsequent federal tax laws.

(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto as such section and regulations now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 and said Regulations as they now exist or as they may hereafter be amended.

(9) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of

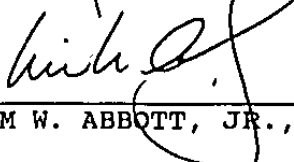
the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for nonprofit purposes as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets 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 IX - GENERAL OFFICERS

The general officers of the corporation shall be the president, vice-president, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 13th day of February, 1996.

  
\_\_\_\_\_  
DAN PARKTON, Incorporator

  
\_\_\_\_\_  
WILLIAM W. ABBOTT, JR., Incorporator

Mary P. Plummer  
MARY P. PLUMMER, Incorporator

Luci Nation  
LUCI NATION, Incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13th day of February, 1996, by Dan Parkton, who is personally known to me or who produced personally known as identification and who did not take an oath.

My Commission expires: 10-20-96



ANN KOLMONEN  
My Comm Exp. 10/20/96  
Bonded By Service Ins  
No. CC237325

☒ Personally Known ☐ Other I.D.

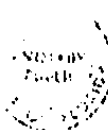
Ann Kolmonen  
NOTARY PUBLIC

Ann Kolmonen  
Printed Name of Notary

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13th day of February, 1996, by William W. Abbott, Jr., who is personally known to me or who produced personally known as identification and who did not take an oath.

My Commission expires: 10-20-96



ANN KOLMONEN  
My Comm Exp. 10/20/96  
Bonded By Service Ins  
No. CC237325

☒ Personally Known ☐ Other I.D.

Ann Kolmonen  
NOTARY PUBLIC

Ann Kolmonen  
Printed Name of Notary

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13th day of February, 1996, by Mary P. Plummer, who is personally known



to me or who produced personally known as  
identification and who did not take an oath.

My Commission expires: 10-20-96



ANN KOLMONEN  
My Comm Exp. 10/20/96  
Bonded By Service Ins  
No. CC237325

☒ Personally Known ☐ Other I.D.

Ann Kolmonen  
NOTARY PUBLIC

Ann Kolmonen  
Printed Name of Notary

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13th  
day of February, 1996, by Luci Nation, who is personally known to  
me or who produced personally known as  
identification and who did not take an oath.

My Commission expires: 10-20-96



ANN KOLMONEN  
My Comm Exp. 10/20/96  
Bonded By Service Ins  
No. CC237325

☒ Personally Known ☐ Other I.D.

Ann Kolmonen  
NOTARY PUBLIC

Ann Kolmonen  
Printed Name of Notary

#### ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, the undersigned, being the person named as the Registered Agent of CHOCTAW BASEBALL DIAMOND CLUB, INC., a Florida non-profit corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Section 607.325 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

Dated this 13th day of February, 1996.

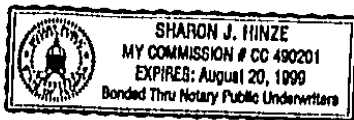
H. Bart Fleet  
H. BART FLEET

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 20th  
day of February, 1996, by H. Bart Fleet, who is personally known  
to me ~~or who produced~~ identification and who did not take an oath.

My Commission expires:

Sharon J. Hinze  
NOTARY PUBLIC



Sharon J. Hinze  
Printed Name of Notary

FILED  
96 FEB 26 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N96000001102

CHESSEB, WINGARD, BARR, WHITNEY,  
FLOWERS & FLEET, P.A.

D. MICHAEL CHESSEB  
HARRY E. BARR  
BOBBY L. WHITNEY, JR.  
MICHAEL A. FLOWERS  
H. BART FLEET  
CHRISTA L. HARDY

1201 EGLIN PARKWAY  
SHALIMAR, FLORIDA 32070

(904) 881-9944  
FAX (904) 881-6084

J. D. WINGARD, JR.  
(OF COUNSEL)

February 25, 1997

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-02/27/97--01044--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

RE: Choctaw Baseball Diamond Club, Inc.

Gentlemen:

Enclosed please find the original of the Articles of Amendment to Articles of Incorporation of Choctaw Baseball Diamond Club, Inc. and a check in the amount of \$35.00 to cover the cost of filing fees. Please file the Articles and forward your proof of filing to this office. Thank you for your assistance.

Sincerely yours,

*Sharon J. Borden*

Sharon J. Borden  
Secretary to H. Bart Fleet

Enclosures

cc. Dan Parkton, President  
Choctaw Baseball Diamond Club, Inc.

VS MAR 3 1997

*Amend*

FILED  
97 FEB 27 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

CHOCTAW BASEBALL DIAMOND CLUB, INC.

FILED  
97 FEB 27 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:


FIRST: Amendment adopted:

"Upon the 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 a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

SECOND: The date of adoption of the amendment(s) was: 2-21-97

THIRD: The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

CHOCTAW BASEBALL DIAMOND CLUB, INC.

  
By: Dan Parkton  
Its: President