

N96000001176

BOONE, BOONE & BOONE, F.A.

P. O. BOX 1888

VENICE, FLORIDA 34884

ESTABLISHED 1988

S. O. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
CHARLES D. HINES
JOHN B. KODA

STREET ADDRESS:
1001 AVENIDA DEL CIRCO 34888
TELEPHONE (941) 488-6710
FAX (941) 488-7070

February 26, 1996

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Re: VENICE SOFTBALL CLUB, INC.

Dear Sir:

We enclose original and one copy of Articles of Incorporation concerning the above. Also enclosed is our check in the amount of \$122.50 to cover the cost of this filing.

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
Total Filing Fee	\$122.50

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Beginning date for this not for profit corporation will be the date it is filed by your office.

Please return a certified copy of the Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,

Stephen K. Boone

Stephen K. Boone

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enclosures

FILED
96 FEB 29 PM 1:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

B. REC'D MAR 4 1996

ARTICLES OF INCORPORATION
OF
VENICE SOFTBALL CLUB, INC.

FILED
96 FEB 29 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is VENICE SOFTBALL CLUB, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 1102 North Cypress Point Drive, Venice, Florida 34293. The mailing address of the Corporation is the same.

ARTICLE THREE

PURPOSE

(A) The purposes for which the corporation is organized are to foster and perpetuate wholesome athletic activity and competition by men and women from 16 years of age and up, by playing softball in competition, with emphasis on building of character and molding of personality which transcends the acquisition of athletic skills or the winning of games; to help prepare today's men and women for active leadership roles as citizens of tomorrow.

(B) The Corporation is also organized to receive and administer funds within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States, and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not for Profit Corporation Act.

(C) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation or any 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 member, trustee, 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.

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

(E) 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 provisions of any subsequent federal tax laws.

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

(G) 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.

(H) 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.

(I) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(J) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE FOUR

OFFICERS

The officers of this Corporation shall be a President, a 1st Vice President, a 2nd Vice President, a Secretary and a Treasurer, as well as such other officers as may be approved from time to time by the membership.

Initial officers of this Corporation are:

Ranel Roberts
1102 North Cypress Point Drive
Venice, FL 34293

President/Treasurer

James Lowery
1170 Fundy Road
Venice, FL 34293

1st Vice President

Barbara Schoenselder
266 Marlin Road
Venice, FL 34293

2nd Vice President

Dobbie Pfender
671 Mobile Road
Venice, FL 34293

Secretary

ARTICLE FIVE

DIRECTORS

Initially, there shall be nine (9) directors of the Corporation who shall be elected in the manner set forth in the Bylaws of the Corporation. The number of directors may be changed from time to time by a majority vote of the membership at any regular meeting or at a special meeting called for that purpose.

ARTICLE SIX

MEMBERS

A member may be any person who meets the requirements as to age and residence for participation in softball games organized by the Corporation. Members shall also include the persons who are members of the Corporation's Board of Directors, the managers of teams; the coaches of teams; chaperons for team members; score keepers of games; and umpires of games. Each member shall have one (1) vote. The manner of members' admission shall be by application and presentment of the required credentials to the Board of Directors for approval, and upon approval, applicants

shall become members of the Corporation. The men and women who are players shall be eligible for membership, but any man or woman from the age of sixteen years and up who is a resident of the State of Florida, is able-bodied, and if a minor, who has at least one parent or guardian, shall be eligible to participate in the programs promulgated by the Corporation.

ARTICLE SEVEN

INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment which is delivered to the Department of State with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is Stephen K. Boone, 1001 Avenida del Circo, Venice, Florida 34285.

ARTICLE EIGHT

AMENDMENT

Amendments to these Articles of Incorporation may be proposed and adopted by majority vote of the membership at any regular or special meeting called for that purpose, after notice of not less than five (5) nor more than thirty (30) days sent by regular United States Mail to each of the members of record at the time of mailing. The notice of any such meeting shall contain a copy of the proposed amendment.

INCORPORATOR

FILED
96 FEB 29 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the Incorporator is as follows:
Ranel Roberts, 1102 North Cypress Point Drive, Venice, Florida
34193.

The undersigned has executed these Articles of Incorporation
this 20th day of February, 1996.

Ranel Roberts

Ranel Roberts, Incorporator
and initial President

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent
and to accept service of process for the above corporation,
affirms that his name is Stephen K. Boone and the address for the
registered office of the corporation is 1001 Avenida del Circo,
Venice, Florida 34285. I hereby accept the appointment as
registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to
the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as
registered agent.

Stephen K. Boone

Print Name Stephen K. Boone

Date: 2-22-96