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LESTER MAKOFKA
1000 RIVERPLACE BOULEVARD
SUITE 100
JACKSONVILLE, FLORIDA 32207

PHONE: (904) 300-8707
FAX: (904) 300-8000

April 24, 1996

Secretary of State
Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Incorporation of JACKSONVILLE BEACH LITTLE MAJOR LEAGUE
ASSOCIATION, INC.

Dear Sir or Madam,

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*****70.00 *****70.00

Please find enclosed my check in the amount of \$70.00 which represents your fee for filing of the attached Articles of Incorporation. I have attached the original Articles of Incorporation and two additional copies. Please stamp one copy and return to my office with your official receipt as verification of filing.

Should you have any questions, please feel free to contact my office.

Sincerely,



Lester Makofka

LM:am
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

25-296

ARTICLES OF INCORPORATION
OF
JACKSONVILLE BEACH LITTLE MAJOR LEAGUE ASSOCIATION, INC.

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The undersigned incorporator(s) of a corporation pursuant to chapter 617.0202, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I
Name

The name of this non-profit corporation is: JACKSONVILLE BEACH LITTLE MAJOR LEAGUE ASSOCIATION, INC.

ARTICLE II
Principal place of business and mailing address

The initial address of the principal office of this corporation in the State of Florida is 361 Penman Road, Post Office Box 50042, Jacksonville Beach, Florida, 32250. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III
Purposes

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes for which the corporation is organized are:

To promote the enjoyment and development of baseball skills and principles of fair play amongst the youth of the community.

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands, and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

C. This corporation is to exist perpetually.

ARTICLE IV **Manner of election of directors**

The manner in which the directors are elected or appointed is as follows:

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each

Initial member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
David Maxwell	13228 Morning Sun Drive Jacksonville, Florida 32225
Jerry Barr	2746 Leon Road Jacksonville, Florida 32246
Julie Markus	1018 N. 15th Avenue Jacksonville Beach, FL 32250
Sandra Zurka	3086 Lareserve Drive Ponte Vedra Beach, FL 32082

The number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

ARTICLE V

Initial Officers of the Corporation

The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The names and post office addresses of the initial corporate officers are:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	David Maxwell	13228 Morning Sun Drive Jacksonville, FL 32225
Vice- President	Jerry Barr	2746 Leon Road Jacksonville, FL 32246
Secretary	Julie Markus	1018 N. 15th Avenue Jacksonville Beach, FL 32250
Treasurer	Sandra Zurka	3086 Lareserve Drive Ponte Vedra Beach, FL 32082

ARTICLE VI
Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

The corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE VII
Incorporator

The names and post office address of the incorporator to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Sandra Zurka	3086 Lareserve Drive Ponte Vedra Beach, FL 32082

ARTICLE VIII
Indemnification of directors and officers

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor,

and their respective heirs, administrators successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of an claim, action, suit, or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

Initial registered agent and street address

The initial registered agent of this Corporation shall be Lester Makofka, Esquire, and the registered office shall be 1200 Riverplace Boulevard, Suite 812, Jacksonville, Florida, 32207.

ARTICLE X

Nonstock Basis

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit

Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 22 day of April, 1996.

Sandra Zurka
SANDRA ZURKA
(INCORPORATOR)

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SANDRA ZURKA, to me well known to be the person described as the incorporator and the in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 22 day of April, 1996.

Anita Makofka
Notary Public
State of Florida

My commission expires:



ANITA MAKOFKA
Notary Public, State of Florida
My comm. expires Oct. 31, 19
Commission No. CC 41767

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is - JACKSONVILLE BEACH LITTLE MAJOR LEAGUE ASSOCIATION, INC.
2. The name and address of the registered agent and office is - LESTER MAKOFKA, Attorney at Law, 1200 Riverplace Boulevard, Suite 812, Jacksonville, Florida 32207.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, 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.



LESTER MAKOFKA
Registered Agent
1200 Riverplace Blvd., Ste. 812
Jacksonville, Florida 32207
(904) 399-5737

4/22/96

Date

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95 APR 26 PM 1:5
STATE OF FLORIDA
JACKSONVILLE, FLORIDA