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ARTICLES OF INCORPORATION

Sealing of the light of the lig The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE 1

The name of the corporation shall be: Tallahassee Titans Diamond Club, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

5036 Boxwood Court Tallahassee, FL 32303

ARTICLE III

The specific purpose(s) for which the corporation is organized is(are):

- The purposes for which the corporation is organized are to receive and maintain ١. real or personal property, or both, subject to the restrictions and limitations set forth under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- To solicit and raise funds for the Tallahassee Titans baseball program and to 2. otherwise engage as a direct support group for said program.
- To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
- To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
- To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
- To borrow money and to issue evidence of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.
- To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

- 8. To engage in any kind of activity, and to enter into, perform and earry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
- 9. 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 substantial part of the activities of the corporation shall be the substantial part of the activities of the corporation shall not participate in, or intervene in (including publication or distribution of statement) any political campaign on behalf of any candidate for public office.
- 10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities no permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
- II. 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, disposes 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 charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions 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 Leon County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
- 12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.
 - 13. The membership of this corporation shall be open to all persons who: wish to support the Tallahassee Titans baseball program.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the officers and the offices they shall hold until the first election shall be: The manner In which the Directors are appointed may be an attited in the By-Laws.

President

Janet Barber

5036 Boxwood Court Tallahassee, FL 32303

Vice-President

Bill Harrison

1104 Carrisa Drive Tallahassee, FL 32308

Secretary

Gerry Harrison 1104 Carrisa Drive Tallahassee, FL 32308

Treasurer

Roberta Milberg 2709 Roscrea Court Tallahassee, FL 32308

ARTICLE V

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, and to exercise those powers in the accomplishment of its objectives and purposes.

ARTICLE VI

The name and the street address of the initial registered agent is:

Frank E. Matthews 1782 Vineyard Way Tallahassee, FL 32311

ARTICLE VII

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

Frank E. Matthews 1782 Vineyard Way Tallahassee, FL 32311

| The undersigne | d Incorporator | has executed | these | Articles (| of In | corporation | this | _28th_ | day of |
|----------------|----------------|--------------|-------|------------|-------|-------------|------|--------|--------|
| _August | 1996. | | | | | | | | |
| | | | | | | | | | |

Signature of Incorporator:

Frank Matthews

Frank E. Matthews
Typed name of incorporator signing

Notarization is not required

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: | ************************************** |
|---------------------------------------|--|
| Tallahassee Titans Diamond Club, Inc. | - <u>n</u> |
| (must include suffix) | 12:47 |

2. The name and address of the registered agent and office is:

| Frank E. Matthews |
|---|
| (Name) |
| 1782 Vineyard Way |
| (P. O. Box or Mail Drop Box NOT ACCEPTABLE) |
| Tallahassee, FL 32311 |
| (City/State/Zip) |

Having been named as registered agent and to accept service of process for the above stated corporation at the 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.

(SIGNATURE)

8/28/96
(DATE)