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VALUED RECEIPT DVA 849

REPLY TO ORLANDO

December 12, 1996

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

EFFECTIVE DATE
1-1-97

300002030049--8
-12/17/96--01022--019
****122.50 ****122.50

Attn: Document Filing Section

Re: Articles of Incorporation of ^{Women's} ~~Woman's~~ Professional Baseball League, Inc.

Ladies and Gentlemen:

I am enclosing with this letter the following documents relating to the incorporation of the above-referenced Corporation:

1. Articles of Incorporation of Woman's Professional Baseball League, Inc.
2. Check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent.
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Sincerely,


Carol W. Campbell
Secretary to Robert L. Harding

/cwc
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-26592
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

SMITH WILLIAMS & HUMPHRIES
201 EAST PINE STREET
SUITE 701
ORLANDO, FL 32801

SUBJECT: WOMAN'S PROFESSIONAL BASEBALL LEAGUE, INC.
Ref. Number: W96000026592

We have received your document for WOMAN'S PROFESSIONAL BASEBALL LEAGUE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 896A00056413

EFFECTIVE DATE

1-1-97

ARTICLES OF INCORPORATION

OF

WOMEN'S PROFESSIONAL BASEBALL LEAGUE, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is WOMEN'S PROFESSIONAL BASEBALL LEAGUE, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on January 1, 1997.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. This corporation is organized exclusively as a trade association to promote the common business interest of a national women's professional baseball league, and to engage in such activities as proper for an organization which qualifies under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

C. Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. This corporation shall not carry on any other activities not permitted to be carried on by a corporation which qualifies as an organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 501(a) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, it shall comply with the provisions of Section 617.0105, Florida Statutes, for so long as it remains a private foundation.

ARTICLE IV - MEMBERSHIP

A. This corporation shall be a membership organization with each member entitled to vote as set forth in the By-Laws.

B. The qualifications for becoming a member and the manner of admission of additional members will be as regulated by the Bylaws.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

A. The address of this corporation's initial registered office and the principal business address shall be as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

201 E. Pine Street, Suite 701
Orlando, Florida 32801

- B. The initial registered agent of this corporation at the above address is Robert L. Harding.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of directors of this corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this corporation, but shall never be less than three (3). The directors shall be elected by the members as stated in the Corporation's By-Laws.
- C. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
James T. Flynn, III	736 River Boat Circle Orlando, Florida 32828
Patrick Coyle	4912 Petra court Winter Springs, Florida 32708
Charles E. Snipes	17353 Caudel Road Orlando, Florida 32833

- D. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors, subject to the approval by the members.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Robert L. Harding
201 East Pine St., Suite 701
Orlando, FL 32801

ARTICLE VIII - INDEMNIFICATION OF CORPORATION

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, whether voluntary or involuntary, no shareholder shall be entitled to any distribution or division of its remaining property, and the assets of this corporation, after payment of all debts and obligations of this corporation, shall be distributed as may be required or organizations within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provision of any future federal tax code, as determined by and within the discretion of the then existing Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 24th day of December, 1996.


Robert L. Harding

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Robert L. Harding, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and (he) acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the State and County aforesaid, this 21st day of December, 1996.



PATRICIA L. COWART
My Commission CC376048
Expires May. 30, 1998
Bonded by HAI
800-422-1558

Patricia L. Cowart
Notary Public, State of Florida

My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

WOMEN'S PROFESSIONAL BASEBALL LEAGUE, INC. (the "Corporation"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and Robert L. Harding as its Registered Agent to accept service of process within the State of Florida with its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 E. Pine St., Suite 701, Orlando, FL 32801.

ACKNOWLEDGMENT

Having been named as registered agent for the above named corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I am familiar with and accept the obligations of Section 617.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 24th day of December, 1996.


Robert L. Harding

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA