

N 97000004221

WADE F. JOHNSON, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW

118 East Jefferson Street
Orlando, Florida 32801

Wade F. Johnson, Jr.
Florida Bar Certified Tax Specialist
CPA, MBA

Telephone (407) 481-8927
Facsimile (407) 481-8027

July 21, 1997

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

RE: Articles of Incorporation
ACE OF DIAMONDS, INC.

100002245171--9
-07/23/97-01078-008
***122.50 ***122.50

Enclosed is an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-referenced corporation. Please file the Articles of Incorporation and return a certified copy of the Articles of Incorporation to me, via regular mail, to the above address.

Enclosed is my firm's check, payable to the Florida Secretary of State, in the amount of \$122.50, as payment for the filing fees and the certified copy.

If you have any questions or incur any difficulties, please telephone me as soon as possible at the number above. Thank you for your assistance in this matter.

Very truly yours,

Wade F. Johnson, Jr.

Wade F. Johnson, Jr.

WFJ
Enclosures

EFFECTIVE DATE
7-21-97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 23 PM 12:21

1-25-97
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**ARTICLES OF INCORPORATION
FOR
ACE OF DIAMONDS, INC.
a Florida Nonprofit Corporation**

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DIVISION OF CORPORATIONS
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The undersigned Incorporator hereby files these Articles of Incorporation for ACE OF DIAMONDS, INC., pursuant to Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act.

**Article I.
NAME**

The name of this corporation is ACE OF DIAMONDS, INC. (herein referred to as the "Corporation").

**Article II.
STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for operation as an organization promoting youth baseball pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

**Article III.
GENERAL AND SPECIFIC PURPOSES**

A. The primary purposes for which this Corporation is formed are to foster amateur sports competition among individuals under 18 years of age.

B. The general purposes for which this Corporation is formed are to operate exclusively for such purposes as will qualify it as a charitable organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of any subsequent Federal tax laws. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or under the corresponding provisions of any future United States Internal Revenue Code.

C. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or

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intervene (by publication or distribution of any statements or otherwise) in a political campaign on behalf of any candidate for public office.

**Article IV.
TERM**

This Corporation shall commence corporate existence on the 21st day of July, 1997, and shall have perpetual existence unless sooner dissolved according to law.

**Article V.
QUALIFICATION OF MEMBERS AND
THE MANNER OF THEIR ADMISSION**

This Corporation shall be organized upon a nonstock membership basis, with each membership evidenced by a Certificate of Membership, and shall not be organized upon a stock share basis with shares of stock. The manner of qualification and admission of Members and the number of Members shall be regulated by the Bylaws. The number of Members shall be not less than three; provided, however, that such number may be changed by the Bylaws duly adopted by the Members or as permitted by statute. No person shall be denied membership on the basis of sex, race, color, nationality, or creed.

**Article VI.
INCORPORATOR**

The name and street address of the Incorporator of this Corporation is as follows:

Wade F. Johnson, Jr.
118 E. Jefferson St.
Orlando, FL 32801

**Article VII.
INITIAL REGISTERED OFFICE AND AGENT
AND MAILING ADDRESS**

The initial registered office of this Corporation and the Corporation's initial mailing address shall be located at 118 E. Jefferson St., Orlando, FL 32801, and the initial registered agent of the Corporation at that address shall be Wade F. Johnson, Jr. The Corporation may change its registered agent or the location of its registered office or its mailing address from time to time without amendment of these Articles of Incorporation.

Article VIII.
MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, who shall be appointed and serve at the placing of the Membership. The number of Directors of this Corporation shall be at least three; provided, however, that the number of Directors shall be regulated by Bylaws duly adopted by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting called for that purpose.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term regulated by the Bylaws and until the election and qualification of their successors in office. Annual meetings shall be held as regulated by the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law, which relates to action so taken, shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorized the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of the initial Members of the Corporation and the Board of Directors are as follows:

Rick Bennett
965 Victoria Terrace
Altamonte Springs, FL 32701

Karen Bennett
965 Victoria Terrace
Altamonte Springs, FL 32701

Wade F. Johnson, Jr.
118 E. Jefferson St.
Orlando, FL 32801

Article IX.
BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized

or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Amendments and Bylaws may be adopted, by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting of the Members called for that purpose.

Article X.
DISTRIBUTION OF ASSETS

No part of the net earnings of this Corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual. Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or under a corresponding section of any future Federal tax code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of this Corporation. In the event that all of the corporate assets are not distributed as provided above, then the circuit court of the county in which the principal office of this Corporation is then located shall determine, for such purposes and to such organization or organizations that are organized and operated exclusively for such purposes, how the assets not disposed of as provided above shall be distributed.

Article XI.
AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments shall be adopted by a majority vote of the Members entitled to vote who are present and voting at any regular or special meeting of the Members called for such purpose.

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 21st day of July, 1997.


Wade F. Johnson, Jr.
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ACE OF DIAMONDS, INC., desiring to organize as a nonprofit corporation under the laws of the State of Florida, with its registered office at 118 E. Jefferson St., Orlando, FL 32801, has named and designated Wade F. Johnson, Jr. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21st day of July, 1997.


Wade F. Johnson, Jr.
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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