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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: BARNETT, BOLT, KIRKWOOD & LONG
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NAME: AMERICA'S BASEBALL CAMPS, INC.
AUDIT NUMBER.....H97000018166
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File #
A250-11545

B. McKnight OCT 31 1997

ARTICLES OF INCORPORATION
OF
AMERICA'S BASEBALL CAMPS, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of this corporation is America's Baseball Camps, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is:

P.O. Box 281
Clearwater, Florida 33757

ARTICLE 3

Purpose

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the

BARNETT, BOLT, KIRKWOOD & LONG
P.O. BOX 3287
601 BAYSHORE BOULEVARD, STE. 700
TAMPA, FLORIDA 33606

Valerie Litschgi, Esquire
Fl. Bar No. 897736
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Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 4

Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
J. Warren Hughes	P.O. Box 281 Clearwater, FL 33757
David Trimble	4223 Luawna Drive Sarasota, FL 34241
Benjamin J. Boulware	7725 E. Rovey Avenue Scottsdale, AZ 85250

The manner in which the directors will be elected shall be stated in the bylaws.

ARTICLE 5

Members

The corporation shall have no members.

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ARTICLE 6Powers

This corporation shall have all of the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7Incorporator

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
J. Warren Hughes	P.O. Box 281 Clearwater, Florida 33757

ARTICLE 8Initial Registered Office and Agent

The initial registered office of the corporation shall be 1479 S. Belcher, Suite V, Largo, Florida 34641. The initial registered agent at such address shall be J. Warren Hughes.

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ARTICLE 9

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11

Bylaws

The initial Board of Directors shall adopt initial Bylaws of the Corporation. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the directors of the Corporation.

ARTICLE 12

Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its charitable purpose. No substantial part of the

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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. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13

Dissolution of Corporation

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Clerk of Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes.


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ARTICLE 14Amendment to Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the directors is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of October, 1997, and acknowledges that he is familiar with, and accepts, the obligations of registered agent of this corporation.


J. Warren Hughes, Incorporator and
Registered Agent

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