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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 AM 11:31

November 12th 1997

Corporate Records, Bureau,
Division of Corporations,
Dept. of State,
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sirs:

Re: HIGHLANDS COUNTY SENIOR SOFTBALL LEAGUE, INC.

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval on the duplicate copy, certify and return it to me.

A check in the amount of \$122.50 is enclosed to cover the filing fee and resident agent form.

Yours truly,


DAVID F. LANIER

:tjp
encl:

D. BROWN NOV 18 1997

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ARTICLES OF INCORPORATION

OF

HIGHLANDS COUNTY SENIOR SOFTBALL LEAGUE, INC.

The undersigned persons, acting as incorporators of a corporation under the law of the State of Florida, adopt the following Articles of Incorporation for such corporation:

SECTION ONE

NAME

The name of the corporation is HIGHLANDS COUNTY SENIOR
SOFTBALL LEAGUE, INC. 1707 Lake Pioneer Avenue
Avon Park, Florida 33825

SECTION TWO

SPECIFIC AND GENERAL PURPOSES

The corporation is a nonprofit corporation. The purpose for which the corporation is organized is as follows:

1. To provide senior softball recreation for those individuals who wish to participate through an organized softball recreation program and all related activities. To promote League play and support of a "Traveling Team".
2. To engage in or transact any or all lawful activities or business permitted under the laws of the United States, State of Florida or any other state, country, territory or nation; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignments of mortgages upon the same; to make and

obtain loans upon real estate, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal;

SECTION THREE

DURATION

The corporation shall have perpetual duration.

SECTION FOUR

MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. Membership shall be determined by the By-Laws.

SECTION FIVE

REGISTERED OFFICE: REGISTERED AGENT

The street address of the initial registered office of the corporation is 1707 Lake Pioneer Avenue, Avon Park, County of Highlands and State of Florida. The name of the registered agent at such address is Jerry Kapalin.

SECTION SIX

DIRECTORS/MANAGERS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors who shall be managers of each league team. The number of Directors of the corporation shall be not less than Four (4) provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named in this certificate of incorporation as the first Board of Directors shall hold office until the annual meeting of the 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 of one year. Annual meetings shall be held on the first Tuesday in April of each year at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

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 the 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 that 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 authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Tony Gomez	4001 Page Avenue, Sebring, Florida 33870
Jerry Kapalin	1707 Lake Pioneer Ave., Avon Park, Florida 33825
Max Glenn	1423 N.E. Lakeview Dr., Sebring, Florida 33870
Harry Bell	4343 Schumacher Rd. #176E, Sebring, Florida 33870

SECTION SEVEN

INCORPORATORS

The names and street addresses of each incorporator are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Tony Gomez	4001 Page Avenue, Sebring, Florida 33870
Jerry Kapalin	1707 Lake Pioneer Ave., Avon Park, Florida 33825
Max Glenn	1423 N.E. Lakeview Dr., Sebring, Florida 33870
Harry Bell	4343 Schumacher Rd. #176E, Sebring, Florida 33870

SECTION EIGHT

OFFICERS

The Board of Directors shall elect the following officers: President, Vice President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Tony Gomez	4001 Page Ave., Sebring, FL	President
Jerry Kapalin	1707 Lake Pioneer Ave., Avon Park, FL	Vice-President

Max Glenn 1324 N.E. Lakeview Dr., Secretary
Sebring, Florida

Harry Bell 4343 Schumacher, #176E Treasurer
Sebring, Florida

SECTION NINE

MODIFICATION OF BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the laws of the State of Florida, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

SECTION TEN

DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual.

SECTION ELEVEN

DISTRIBUTION ON DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the

Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

SECTION TWELVE

(a) Distribution of income: The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(b) Self-dealing: The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law.

(c) Excess business holdings: The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) Investments jeopardizing charitable purpose: The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) Taxable expenditures: The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

SECTION THIRTEEN

AMENDMENTS

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Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by as vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on the 10th day of November, 1997.

Tony Gomez
TONY GOMEZ

Jerry Kapalin
JERRY KAPALIN

Max Glenn
MAX GLENN

Harry Bell
HARRY BELL

A C C E P T A N C E

I, JERRY KAPALIN, hereby accept the appointment as Resident Agent for HIGHLANDS COUNTY SENIOR SOFTBALL LEAGUE, INC., whose address is 1707 Lake Pioneer Avenue, Avon Park, Florida 33825, and I understand the responsibilities thereof.

Jerry Kapalin
JERRY KAPALIN

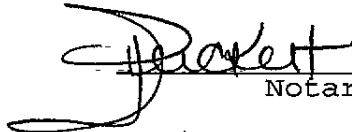
STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, TONY GOMEZ, JERRY KAPALIN, MAX GLENN and HARRY BELL, Incorporators, personally known to me and identified by satisfactory evidence, to be the person(s) described in and who executed the foregoing instrument and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 10th day of November, 1997.



T J PUCKETT
My Commission CC474337
Expires Jun. 20, 1999
Bonded by ANB
800-852-5878


Notary Public