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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10:40

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

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-01/22/98--01080--001
*****78.75 *****78.75

SUBJECT: Gifford Central ^{with 1/2} LEAGUE INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CLARENCE Newmon
Name (Printed or typed)

3975 47th ST.
Address

VERO BEACH, FL. 32967
City, State & Zip

(561) 567-5718
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN JAN 23 1998

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ARTICLES OF INCORPORATION

OF

GIFFORD CENTRAL LITTLE LEAGUE, INC.
(a Florida Corporation not for profit)

WE, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes 617, et seq., and hereby certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be GIFFORD CENTRAL LITTLE LEAGUE, INC.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this Corporation is being formed are as follows:

1. The specific and primary purpose for which this Corporation is organized is to provide an organization that will promote the sport of baseball and recreation for the youth of the community.

2. The general purposes for which this Corporation is being organized is to provide social and recreational opportunities for its members and uniting those individuals interested in promoting the sport of baseball.

3. This Corporation is organized and operated exclusively for pleasure, recreation and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer of the Corporation.

4. This Corporation shall have and exercise all rights and powers conferred upon similar corporations under the laws of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs 1 through 3 of this Article.

ARTICLE III

TERM

This Corporation shall have perpetual existence.

ARTICLE IV
MEMBERS

The members of this corporation shall consist of those qualified individuals who express an interest in promoting the sport of baseball. The authorized number, specific qualifications and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the By-Laws of this Corporation.

ARTICLE V
SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

CLARENCE NEWMON
PRESIDENT
3975 47th Street
Vero Beach, Florida 32967

ARTICLE VI
DIRECTORS/MANAGEMENT OF AFFAIRS

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than four (4) nor more than nine (9) persons. The first Board of Directors shall have 8 members. In the future, the number on the Board of Directors will be determined from time to time in accordance with the provisions of the By-Laws of the Corporation.

Section 2. Directors shall be elected by the voting members in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation or at any special meeting called for that express purpose. Directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the elected directors may appoint an additional Director to fill the vacancy for the balance of the term.

Section 3. All officers of the Corporation shall be elected by the Board of Directors in accordance with the By-Laws. The Board of Directors shall elect from the members a President, Vice-President, Treasurer and Secretary, and such other officers as the Board may deem desirable, consistent with the By-Laws. The President shall be elected from among the membership of the Board of Directors,

but no other officer need be a Director. The qualifications, the time and manner of electing, or appointing, officers, the duties of, the terms of office and the manner of removing officers shall be set forth in the By-Laws.

ARTICLE VII
OFFICERS, INITIAL OFFICE AND REGISTERED AGENT

Subject to the direction of the Board of Directors, the affairs of the Corporation shall be administered by the officers who shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until the first election following the first Annual Meeting of the Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>
Clarence Newmon	President
Joe Idlette, III	Vice President
Lewana Marine	Treasurer
Shirley Moore	Secretary

The street address of the initial office of this Corporation is 3975 47th Street, Vero Beach, Florida 32967, and the name of the initial registered agent at that address is Clarence Newmon, President.

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The first Board of Directors shall consist of eight (8) persons who shall hold office and serve until their successors are elected and qualified. Their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Clarence Newmon President	3975 47th Street Vero Beach, Florida 32967
Joe Idlette, III Vice President	4265 45th Lane Vero Beach, Florida 32967
Lewana Marine Treasurer	8789 64th Court, Box 891 Wabasso, Florida 32970
Shirley Moore Secretary	3975 47th Street Vero Beach, Florida 32967
Aquila Moore Asst. Secretary	3975 47th Street Vero Beach, Florida 32967
Anthony Brown Player Rep.	4159 57th Court Vero Beach, Florida 32967

Edward Spencer
Coaches Rep.

3975 47th Street
Vero Beach, Florida 32967

Frankie Hudson
Events Coordinator

3975 47th Street
Vero Beach, Florida 32967

ARTICLE IX
INCOME FROM PUBLIC EVENTS

If this Corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members will be paid over to an organization which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

ARTICLE X
BY-LAWS

The By-Laws of this Corporation will be hereinafter adopted by the Board of Directors of the Corporation at their first meeting. Such By-Laws may be amended or repealed, in whole or in part, by the Directors and consistent with the requirements of said By-Laws. Any amendments to the By-Laws shall be binding on all members of the Corporation.

ARTICLE XI
AMENDMENT OF THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission in writing and shall be filed by the Board of Directors or a majority of the members and delivered to the President, who shall thereupon call a special meeting of the Corporation, the notice of which shall be given in the manner provided in the By-Laws. An affirmative vote of a majority of all members of the Corporation shall be required for the requested alteration, amendment or rescission.

Section 2. Notwithstanding the foregoing provisions of this Article, amendment to these Articles shall be allowed consistent with the provisions of Florida Statutes 617, et seq., as same may be amended from time to time.

ARTICLE XII
DISSOLUTION OF CORPORATION

This Corporation may be dissolved in the manner provided in Florida Statutes

617, et seq., in any manner permitted by law, or by the affirmative vote of two-thirds (2/3) of the Corporation's voting membership.

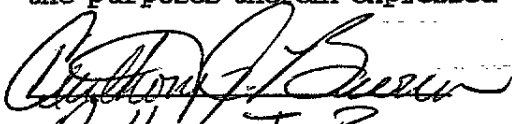
ARTICLE XIII
INDEMNIFICATION

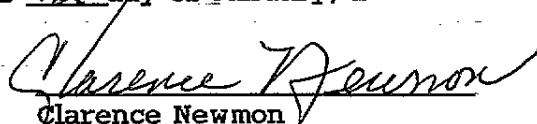
Every officer and every Director of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof, to which he or she may be a part, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at which time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement is being made for the best interests of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such Director or Officer may be entitled.

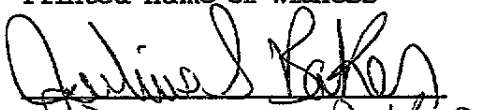
ARTICLE XIV
TITLES

The titles to the Articles contained herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the subscriber has hereunto set her hand and seal for the purposes therein expressed this 12 day of January, 1998.


Anthony J. Brown
Printed name of witness


Clarence Newmon


Julius S. Baker
Printed name of witness

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority duly authorized to take and administer oaths in the State and County aforesaid, personally appeared CLARENCE NEWMON, to me well known to be the subscriber described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he read the foregoing Articles of Incorporation, that he signed the same freely and voluntarily under no duress or undue influence as his own act, that he intends to abide by the terms and conditions therein expressed and that he signed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 12 day of January, 1998.

Laura M. Turner

Notary Public
State of Florida at Large
My Commission Expires:



Laura M. Turner
MY COMMISSION # CC699660 EXPIRES
December 2, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 10:41

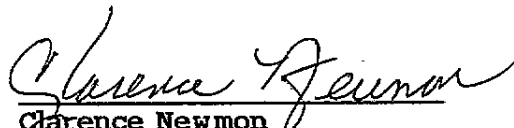
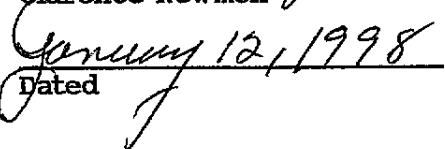
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith:

THAT the not for profit Corporation, GIFFORD CENTRAL LITTLE LEAGUE, INC. is desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Vero Beach, County of Indian River, State of Florida, has named CLARENCE NEWMON as its Registered Agent to accept service of Process within this State, and whose street address is 3975 47th Street, Vero Beach, Florida 32967.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above not for profit corporation at the place designated in this certificate, I hereby accept to act in this capacity and consent to being named as Registered Agent for the not for profit Corporation. I further agree to comply with the provisions of Florida Law concerning the rights, powers and duties of Registered Agents in the State of Florida.


Clarence Newmon

Dated