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PROBATE PARALEGAL

August 18, 1998

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

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-08/20/98--01033--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation of East Merritt Island Little League  
Incorporated  
Our File No. G98-11408

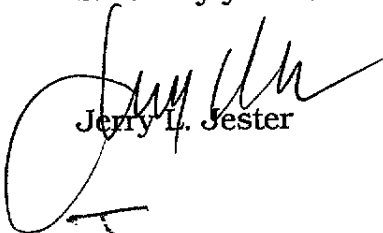
Dear Sir or Madam:

In reference to the above captioned matter, enclosed you will find an original and one (1) copy of proposed Articles of Incorporation, and our check made payable to your order in the amount of \$70.00, representing the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
<b>TOTAL:</b>	<b>\$70.00</b>

Please return the conformed copy to the undersigned in the self-addressed, stamped envelope provided. Thank you for your assistance and cooperation in this matter.

Sincerely yours,

  
Jerry L. Jester

JLJ/mle  
Enclosures  
cc: Cindy Angell

 GAVE

AUTHORIZATION BY PHONE TO

CORRECT RA Acc.



DATE 8-21-98

DOC EXAM CB

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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8-21-98  


**ARTICLES OF INCORPORATION OF  
EAST MERRITT ISLAND LITTLE LEAGUE INCORPORATED  
A Florida Nonprofit Corporation**

ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is East Merritt Island Little League Incorporated. The principal office is 1355 Holt Drive, Merritt Island, Florida 32952. The mailing address of the corporation is Post Office Box 540111, Merritt Island, Florida 32954-0111.

ARTICLE II  
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general, educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

(A) For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

(B) To implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well-adjusted, stronger and happier children and will grow to be, decent, healthy and trustworthy citizens by providing a supervised program under the rules and regulations of Little League Baseball, Incorporated, with the further goal primarily of molding future citizens of these children, and secondarily helping them attain exceptional athletic skills by providing a supervised program of competitive baseball/softball games.

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(C) To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### ARTICLE V AUTHORIZED MEMBERSHIP CERTIFICATES

(A) This corporation shall be authorized to issue a membership card to regular members, which cards are numbered in sequential order annually.

(B) All such cards issued by the corporation shall contain the statement on the face thereof that it is a nonprofit corporation.

(C) Except as otherwise prescribed by Florida law, each regular member holding such a card shall be entitled to one vote at general membership meetings.

#### ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

(A) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be sixteen (16), provided however, such number may be changed by a By-Law duly adopted by the members.

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 of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held at First Baptist Church, Magnolia Avenue, on Merritt Island, Florida, on the fourth Saturday of each year at 5:30 p.m., 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 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 the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Cindy Angell  
1355 Holt Drive  
Merritt Island, FL 32952

Jim Turner  
1720 Porpoise Street  
Merritt Island, FL 32952

Cindy Brunk  
1014 Harbor Pines Drive  
Merritt Island, FL 32952

Kay Kirklin  
90 N. Tropical Way  
Merritt Island, FL 32952

Bobby Kirklin  
90 N. Tropical Way  
Merritt Island, FL 32952

Ray Kirklin  
115 Holiday Lane  
Cocoa Beach, FL 32931

Tom Masciale  
616 N. Banana River Drive  
Merritt Island, FL 32952

Dennis Weaver  
2100 Capeview Street  
Merritt Island, FL 32952

Chuck Calin  
1757 Central Avenue  
Merritt Island, FL 32952

Kathy Calin  
1757 Central Ave.  
Merritt Island, FL 32952

Adele Martine  
1340 Martin Blvd.  
Merritt Island, FL 32952

Brad Williams  
1608 Wavecrest Avenue  
Merritt Island, FL 32952

Kevin Parrish  
1525 Stafford Ave.  
Merritt Island, FL 32952

Mark Rush  
1545 Surfside Blvd.  
Merritt Island, FL 32952

Barb Rush  
1545 Surfside Blvd.  
Merritt Island, FL 32952

Gene Angell  
1355 Holt Dr.  
Merritt Island, FL 32952

(B) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name:</u>	<u>Address:</u>
President: Cindy Angell	1355 Holt Dr. Merritt Island, FL 32952
Vice President: Jim Turner	1720 Porpoise St. Merritt Island, FL 32952
Secretary: Kathy Calin	1757 Central Ave. Merritt Island, FL 32952
Treasurer: Cindy Brunk	1014 Harbor Pines Dr. Merritt Island, FL 32952

#### ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 the purposes set forth in Article IV hereof. No director, officer or member of the corporation shall receive, directly or indirectly, any salary, compensation or emolument from the corporation for services rendered as a director, officer or member.

(B) No substantial part of the 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, and after all outstanding debts and claims have been satisfied, the directors shall dispose of all of the remaining property and assets of the corporation to another federally incorporated entity which maintains the same objectives as set forth in Article IV of this Articles of Incorporation, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any further corresponding provision.

#### ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

#### ARTICLE X SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

Cindy Angell  
1355 Holt Drive  
Merritt Island, FL 32952

Jim Turner  
1720 Porpoise Street  
Merritt Island, FL 32952

Kathy Calin  
1757 Central Avenue  
Merritt Island, FL 32952

Cindy Brunk  
1014 Harbor Pines Dr.  
Merritt Island, FL 32952

ARTICLE XI  
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the East Merritt Island Little League constitution (By-Laws), and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of this corporation, the East Merritt Island Little League constitution (By-Laws) of this corporation may be made, altered, rescinded, added to, or a new constitution (By-Laws) may be adopted, either by resolution of the Board of Directors, or by following the procedure set forth in the East Merritt Island Little League constitution (By-Laws), provided that in all cases, any necessary approval is obtained from Little League Baseball Incorporated. The East Merritt Island Little League constitution shall be the controlling operating document for this corporation to the extent that it is not inconsistent with these Articles of Incorporation or the Corporations Not For Profit Law of the State of Florida.

ARTICLE XII  
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and 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 thereof, or to the benefit of any private individual.

ARTICLE XIII  
REGISTERED AGENT AND OFFICE

The registered office is 1355 Holt Drive, Merritt Island, Florida 32952 and the registered agent is Cindy Angell.

ARTICLE XIV  
AMENDMENT OF ARTICLES

Amendments of these Articles of Incorporation shall be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the East Merritt Island Little League constitution (By-Laws); provided however, any necessary approval must be obtained from Little League Baseball, Incorporated.

We, the undersigned, being the Subscribers of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 28 day of April, 1998.

WITNESSED BY:

\_\_\_\_\_

\_\_\_\_\_

Cindy Angell  
Subscriber- Cindy Angell  
President

Jim Turner  
Subscriber- Jim Turner  
Vice President

Cindy Brunk  
Subscriber- Cindy Brunk  
Treasurer

Kathy Calin  
Subscriber- Kathy Calin  
Secretary

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

Cindy Angell  
Registered Agent-Cindy Angell

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 28 day of April, ~~1998~~ 1998 by the Registered Agent, Cindy Angell, who is personally known to me or who has produced a driver's license as identification, and who did take an oath.

[Signature]  
Notary Public, State of Florida  
My Commission expires:



JERRY L. JESTER  
MY COMMISSION # CC405464 EXPIRES  
September 16, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.