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→ Department of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

SUBJECT: FLORIDA BREAKERS INC.

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

\$70.00 Filing fee

FROM: Peter N. Macaluso, Esquire
712 West Platt Street
Tampa, FL 33606

FILED
98 AUG 25 PM 12:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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8-27-98
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**ARTICLES OF INCORPORATION
OF
FLORIDA BREAKERS, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida, adopt(s) the following as the Articles of Incorporation of Florida Breakers, Inc.

**ARTICLE I
NAME, DURATION, REGISTERED OFFICE AND AGENT**

- (a) The name of the Corporation is Florida Breakers, Inc. hereinafter referred to as "the Corporation".
- (b) The Corporation is to have perpetual existence and shall become effective at 12:01a.m., on the date its Charter is granted.
- (c) The initial registered office of the Corporation will be located at 712 West Platt Street, Tampa, FL 33606.
- (d) The initial registered agent of the Corporation is Peter N. Macaluso, 712 West Platt Street, Tampa, FL 33606.
- (e) The corporation's principal office and mailing address will be 712 West Platt Street, Tampa, FL 33606.
- (f) The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, Territories and colonies of the United States and foreign countries, as the Membership may designate.

**ARTICLE II
PURPOSE**

The purposes for which the Corporation are formed, and the business and objects to be carried on and promoted by it are as follows:

- (a) To participate in all youth sports and sports related activities.
- (b) To raise money to donate to children in need of funds to participate in all sports and related sports activities.
- (c) To provide equipment/clothing/shoes and the like to children in need of these items to participate in all sports and related sports activities.
- (d) The Corporation is irrevocably dedicated to and operated exclusively for not for profit

purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE III POWERS

The Corporation is empowered:

- (a) To do all lawful things necessary to carry out the purposes stated in Article II.
- (b) To have all the corporate powers enumerated in the Florida Not For Profit Corporation Act not inconsistent with these articles and appropriate for not for profit corporations.

ARTICLE IV DIRECTORS

The number of directors of the Corporation shall be as provided in the Bylaws; however, the number of directors shall not be less than three. The directors shall be elected by 2/3 majority vote of the members of the Corporation from the membership. A majority of the directors shall constitute a quorum for a meeting of the directors. The initial directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a trustee. The original directors are set forth below:

DIRECTORS

Carl K. Schirg	2008 55 th Street South, Gulfport, Florida 33707
Russell D. Smith	4424 Huntington Street N.W., Saint Petersburg, FL 33703
Ahmad Na'eem Shadeed	1824C 56 th Place South, Saint Petersburg, FL 33712
Susan Graham Cranfield	7101 Burlington Ave North, St. Petersburg, FL 33710

The directors shall serve without compensation.

Members of the board of directors may participate in special meetings of the board of directors by means of conference telephone as provided by law, but annual meetings of the board of directors must be attended in fact in person by each director.

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE V MEMBERSHIP

Membership in the Corporation shall, at all times, consist of and be limited to individuals who are active supporters of the purposes of this organization and who are elected Directors of the Corporation. Members of the Corporation consist of all Florida Breakers baseball players and their

families. Each ball player, sibling ball-players and their families shall count as one membership. Additionally individual adults who serve as coaches or managers and who are approved by 2/3 majority of the membership shall constitute one membership each. If any coach or manager has membership through a ball player, the coach or manager shall not have any additional votes or rights than that equal to one membership. No family may hold more than one membership. The membership shall elect the directors and the directors shall appoint the manager. The manager shall appoint the coaches.

ARTICLE VI OFFICERS

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected to have qualified. The affairs of the Corporation shall be managed by the President. The initial officers are to be chosen at the first meeting of the corporation. Each the year shall end on August 31st of each next year. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year from August to August of each succeeding year.

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law except for intentional acts of negligence or mis-conduct.

ARTICLE VII BYLAWS

Bylaws of the Corporation may be adopted, altered or rescinded by 2/3 vote of the membership at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or pursuant to Article II hereof. Notice of the full membership must given 20 days in advance. Those eligible to vote must have become a member at least 90 days prior to the vote.

ARTICLE VIII AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them by 2/3 vote of the membership only. These Articles of Incorporation may be amended at a general or special meeting called for that purpose by a 2/3 vote of the membership with 20 days advance notice of the meeting. Those eligible to vote must have become a member at least 90 days prior to the vote.

ARTICLE IX DISSOLUTION

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more of any other organization which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding Sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes. In event that the membership cannot decide which organization shall receive the residual assets by a 2/3 vote, then the residual assets of the Corporation will be turned over to All-Children's Hospital of St. Petersburg, Florida.

ARTICLE X PROHIBITED ACTIVITIES

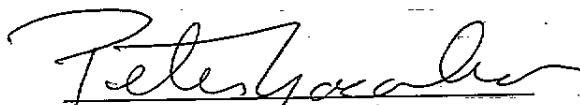
Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

ARTICLE XI INCORPORATOR

The name and Florida street address of the incorporator to these Articles of Incorporation are:

Peter N. Macaluso, Esquire
712 West Platt Street, Tampa, FL 33606

IN WITNESS WHEREOF, I, the undersigned, as the sole incorporator of the above-named Corporation, do hereby subscribe and acknowledge the execution of the same on this 17th day of July, 1998.

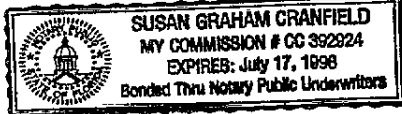

Peter N. Macaluso, Esquire

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by Peter N. Macaluso, Esquire, who is personally known to me and who did take an oath.

Susan Graham Cranfield

(SEAL)



Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Peter N. Macaluso

Peter N. Macaluso, Esquire
Registered Agent

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