

**Edward B. Knauer**  
Attorney at Law

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Also admitted to practice in  
New Jersey and Maine

*Wir sprechen Deutsch*

N98000005886

October 13, 1998

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: Greater Naples Girls Fastpitch Softball, Inc., A Florida  
Not For Profit Corporation

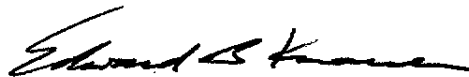
Dear Sir/Madam:

Enclosed for filing please find an original and one (1) copy of the articles of incorporation, an original and one (1) copy of the certificate naming the registered agent and my check No. 1454 in the amount of \$70.00 to cover the filing fees.

Please return conformed copies of the articles and certificate to my office in the enclosed postage paid envelope.

Thank you for your assistance.

Sincerely,



Edward B. Knauer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF  
GREATER NAPLES GIRLS FASTPITCH SOFTBALL, INC.**

**A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

**Article I - Name**

The name of the corporation shall be GREATER NAPLES GIRLS FASTPITCH SOFTBALL, INC.. The principal address of the corporation at the time of incorporation is 1000 Tamiami Trail North, Suite 301, Naples, Florida 34102.

**Article II - DURATION**

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence at the time and date these articles of incorporation are filed by the Department of State.

**Article III - Purpose**

(a) The specific and primary purposes for which this corporation is organized are to promote and encourage the sport of women's fastpitch softball, to encourage sport, pleasure, exercise and recreation of its members; to establish and maintain an athletic club to provide for the enjoyment, entertainment, and physical improvement and fitness of its members; to promote sociability and friendship among its members; and to manage and conduct entertainments, excursions, and social meetings.

(b) The general purposes for which this corporation is organized are to provide and maintain a forum for young women to engage in the sport of softball and to promote social intercourse among them.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not for Profit

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TALLAHASSEE, FLORIDA

Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

#### Article IV - Qualifications and Admission of Members

The authorized number, 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 and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

#### Article V - Registered Office and Registered Agent

The street address of the corporation's initial registered office is 1000 Tamiami Trail North, Suite 301, Naples, Florida 34102, and the name of the corporation's initial registered agent at that address is Raymond E. Reilly, M.D..

#### Article VI - First Board of Directors

The following three (3) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
Raymond E. Reilly, M.D.	181 4th Avenue N., Naples, FL 34102
Thomas Cook, M.D.	4246 Cutlass Lane, Naples, FL 34102
Robert Iamurri	2722 14th St. N., Naples, FL 34102

#### Article VII - Basis Under Which Corporation is Organized

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

#### Article VII -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 three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three (3) persons and an admission committee of three (3) persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed by the Board of Directors.

#### Article IX - Incorporators

The name and address of each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Raymond E. Reilly, M.D.	181 4th Avenue N., Naples, FL 34102

#### Article X - 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 participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

#### Article XI - Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

#### Article XII - Amendment of Articles

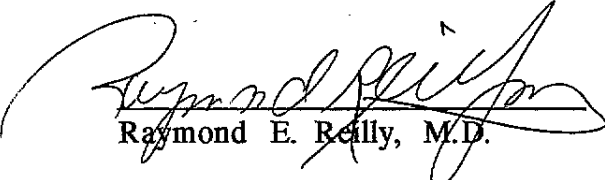
Amendments to these articles of incorporation may be proposed by a

resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

#### Article XIII - Distribution on Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code or corresponding section of that code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In Witness, the undersigned incorporator has executed these articles of incorporation on October 12, 1998.

  
Raymond E. Reilly, M.D.

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 12th day of October, 1998, by RAYMOND E. REILLY, M.D., incorporator of Greater Naples Girls Fastpitch Softball, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

  
Notary Public-State of Florida

Beth R. SNOKE  
Print Name of Notary Public

My Commission expires:



Beth R. Snoke  
MY COMMISSION # CC565538 EXPIRES  
June 25, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

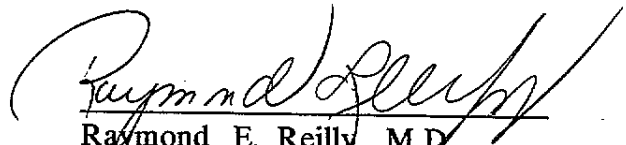
To: The Department of State  
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

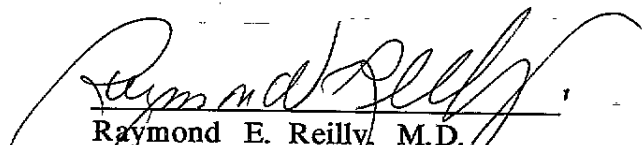
In compliance with Section 617.0501 of the Florida Not For Profit Corporation Act, the following is submitted:

Greater Naples Girl's Fastpitch Softball, Inc., with its place of business at 1000 Tamiami Trail N., Suite 301, City of Naples, Florida 34102 has named Raymond E. Reilly, M.D. located at 1000 Tamiami Trail North, Suite 301 City of Naples, Florida 34102, as its agent to accept service of process within Florida.

Dated: October 12, 1998.

  
Raymond E. Reilly, M.D.

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

  
Raymond E. Reilly, M.D.  
Registered Agent

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