

N98000007038

CLEM, POLACKWICH & VOCELLE

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:

CHESTER CLEM, P.A.[†]
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LOUIS B. VOCELLE, JR., P.A.^{*†}
PAUL R. BERG

JANET M. CARNEY^Δ

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BREVARD COUNTY OFFICE
311 SIXTH AVENUE
INDIALANTIC, FLORIDA 32908
TELEPHONE (407) 725-3303

PLEASE REPLY TO VERO BEACH

*BOARD CERT. CIVIL TRIAL LAWYER
°BOARD CERT. BUSINESS LITIGATION
†CERTIFIED CIVIL MEDIATOR
ΔALSO ADMITTED IN ARKANSAS

March 27, 2000

Department of State
Division of Corporations
Att: Amendments Section
P O Box 6327
Tallahassee, FL 32314

4000003188344--6
-03/29/00--01046--008
*****35.00 *****35.00

Re: Spirit of Youth Baseball, Inc.
Document No: N98000007038

Dear Sir/Madam:

Enclosed for filing, please find an original and one copy of the Amended and Restated Articles of Incorporation for the above not-for-profit corporation, together with this firm's check in the amount of \$35, representing your filing fee and fee for issuance of the certificate.

Please stamp and conform the copy and return the same to the undersigned.

Thank you.

Very truly yours,



Alan S. Polackwich, Sr.

ASP:LAC
Encs.

Amend + Restate
6-1-00
WHS

FILED
00 MAY 30 AM 9:30
DEPT. OF STATE
TALLAHASSEE, FLORIDA

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311 SIXTH AVENUE
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PLEASE REPLY TO VERO BEACH

^{*}BOARD CERT. CIVIL TRIAL LAWYER
[○]BOARD CERT. BUSINESS LITIGATION
[†]CERTIFIED CIVIL MEDIATOR
[△]ALSO ADMITTED IN ARKANSAS

May 25, 2000

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

Re: Spirit of Youth Baseball, Inc.


Ladies/Gentlemen:

Enclosed please find:

1. Copy of your letter to this firm, dated April 12, 2000;
2. Original Certificate to Amended and Restated Articles of Incorporation;
3. Original Amended and Restated Articles of Incorporation for Spirit of Youth Baseball, Inc.

It is my understanding that you are still holding the check for \$35 which accompanied the original filing and we would ask that you now file these documents accordingly.

Very truly yours,



Alan S. Polackwich, Sr.

ASP:JAT

Enc.



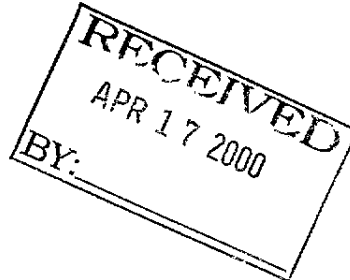
FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 12, 2000

CLEM, POLACKWICH & VOCELLE
ATTN: ALAN S. POLACKWICH
3333 - 20TH STREET
VERO BEACH, FL 32960-2469

SUBJECT: SPIRIT OF YOUTH BASEBALL, INC.
Ref. Number: N98000007038



We have received your document for SPIRIT OF YOUTH BASEBALL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

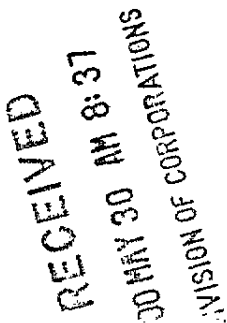
A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 100A00020046



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
SPIRIT OF YOUTH BASEBALL, INC.**

FILED
00 MAY 30 AM 9:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida

Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be SPIRIT OF YOUTH BASEBALL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 442 10th Avenue, Vero Beach, Florida 32962.

ARTICLE III - PURPOSES

The specific purpose for which the corporation is organized is to organize and develop amateur youth baseball in the State of Florida, including Indian River County, Florida, through a supervised training and competitive baseball program which is guided and governed by the corporation. To achieve this purpose, the corporation shall be affiliated with the Babe Ruth League program, and may be affiliated with other amateur youth baseball programs.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is by majority vote of the then existing Board of Directors. Specifically, a Nominating Committee shall annually nominate to the

Board as many candidates as there are positions available to be filled. Additional nominations may be received from members of the Board at the time of the election. From among those candidates nominated, the Board of Directors shall elect by majority vote, as many candidates as there are positions to be filled. The maximum number of directors shall be fifteen (15) . The election process is set forth in greater detail in the corporate by-laws.

ARTICLE V - CHARITABLE PURPOSES

- a. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VI- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

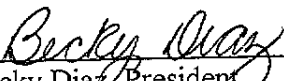
Alan S. Polackwich, Sr.
3333-20th Street
Vero Beach, Florida 32960

ARTICLE VII - INCORPORATOR

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

David King
442 10th Avenue
Vero Beach, Florida 32962

SIGNED:



Becky Diaz, President

2-26-00
Date

Acceptance by 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 am familiar with and accept the obligations of my position as Registered Agent.

SIGNED:


Alan S. Polackwich, Sr., Registered Agent

3-27-00
Date

THE UNDERSIGNED, being the President and Secretary of Spirit of Youth Baseball, Inc., hereby certify that the Amended and Restated Articles of Incorporation for Spirit of Youth Baseball, Inc. were adopted by the Board of Directors and do not contain any amendments requiring member approval.

President: Becky Diaz
Print Name → Becky Diaz

Print Name of Witness → G. FERDINE C. King

Print Name of Witness →: Gary M. Rust

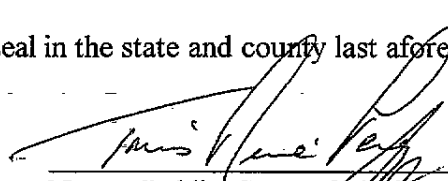
Janet Ryan
Secretary
Print Name → Janet Ryan

Print Name of Witness → BERALDINE C. KING
Beraldine C. King

Print Name of Witness →: GARY M. ROSE

I HEREBY CERTIFY that before me, a Notary Public, personally appeared BECKY DIAZ as President of SPIRIT OF YOUTH BASEBALL, INC., a Florida not-for-profit corporation, to me known to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed the same for the purposes therein set forth for and on behalf of said corporation. I further state that (check one) ☐ I have examined the current _____ driver's license of the aforesaid person and have confirmed said person's identity, or ☒ I am familiar with the identity of the aforesaid person. I further state that said person did not take an oath.

WITNESS my hand and official seal in the state and county last aforesaid this 17th day of April, 2000.


Notary Public, State of Florida
(Print Name: TOMAS RENE PEREZ)
(Affix Seal)

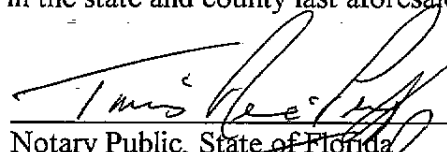


Tomas Rene Perez
MY COMMISSION # CC705621 EXPIRES
January 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA)
)ss:
COUNTY OF INDIAN RIVER)

I HEREBY CERTIFY that before me, a Notary Public, personally appeared JANET RYAN as Secretary of SPIRIT OF YOUTH BASEBALL, INC., a Florida not-for-profit corporation, to me known to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed the same for the purposes therein set forth for and on behalf of said corporation. I further state that (check one) ☐ I have examined the current driver's license of the aforesaid person and have confirmed said person's identity, or ☒ I am familiar with the identity of the aforesaid person. I further state that said person did not take an oath.

WITNESS my hand and official seal in the state and county last aforesaid this 17th day of April, 2000.


Notary Public, State of Florida
(Print Name: TOMAS RENE PEREZ)
(Affix Seal)



Tomas Rene Perez
MY COMMISSION # CC705621 EXPIRES
January 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.