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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tallahassee Adult Recreational Baseball League, Inc.

DOCUMENT NUMBER: N99000002031

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shawn Goletz

(Name of Contact Person)

Smith, Thompson, Shaw, Minacci & Colon P.A.

(Firm/ Company)

3520 Thomasville Rd., Ste#400

(Address)

Tallahassee, FL 32309

(City/ State and Zip Code)

shawng@stslaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shawn Goletz

(Name of Contact Person)

at (**850**) **893-4105**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

2014 MAY -5 PM 4:56

AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
TALLAHASSEE ADULT RECREATIONAL BASEBALL LEAGUE, INC.,
a Florida Not-For-Profit Corporation

Document Number of Corporation: N99000002031

FEIN: 46-3470762

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following fully Amended and Restated Articles of Incorporation:

ARTICLE I
NAMES AND ADDRESSES

§ 1.1. Corporation. The name of the Corporation shall be TALLAHASSEE ADULT RECREATIONAL BASEBALL LEAGUE, INC. For convenience this Corporation shall be referred to herein as the "Corporation".

§ 1.2. Principal Office. The address of the principal office of the Corporation is as follows: 3520 Thomasville Rd., Ste. # 400, Tallahassee, FL 32309.

§ 1.3. Registered Agent. The Corporation hereby appoints SHAWN GOLETZ as its Registered Agent to accept service of process within this state, with the Registered Office located at 3520 Thomasville Rd., Ste. # 400, Tallahassee, FL 32309.

ARTICLE II
DEFINITIONS & PURPOSES

§ 2.1. Terms. Unless otherwise defined herein, terms shall have the same meaning given such terms in the Bylaws.

§ 2.2. Purpose. This Corporation is organized exclusively as a baseball sports league for pleasure, recreation, and other non-profitable purposes within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986, as amended from time to time, or as in any corresponding section of any future federal tax code (hereinafter simply referred to as "IRC 501(c)(7)"). More particularly, to conduct baseball games and related baseball activities and events of a typical

recreational league, and to be supported solely by membership fees, dues, and assessments, as allowed for a recreational club under IRC 501(c)(7).

This Corporation is organized and shall operate exclusively for the carrying out of the foregoing purpose, and any contrary related documents, Articles, or Bylaws, shall be interpreted, or if necessary shall be deemed modified or amended, to carry out this purpose.

Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in IRC 501(c)(7).

No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any director or officer of the Corporation or any other person in such a fashion as to constitute an application of funds not in furtherance of a purpose of exempt organizations described in IRC 501(c)(7).

In the event of the complete or partial liquidation or dissolution of this Corporation, whether voluntary or involuntary, no director or officer shall be entitled to any distribution or division of this Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of this Corporation, shall be distributed exclusively as follows:

- (1) To an organization or organizations which themselves are exempt as organizations described in IRC 501(c)(7); or
- (2) To another non-profit qualifying baseball recreation program, c/o City of Tallahassee, Parks, Recreation, and Neighborhood Affairs Department, 912 Myers Park Drive, Tallahassee, Florida; or
- (3) To another non-profit qualifying baseball recreation program, within the State of Florida; or
- (4) To another non-profit qualifying baseball recreation program, within the United States, pursuant to and in conformance with IRC 501(c)(7);

Any and all of the above shall ensure that no part of the organization's net earnings can inure to the benefit of any person having a personal and private interest in the activities of the organization as mandated by IRC 501(c)(7).

§ 2.3. Stock and Profits. The Corporation shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III

POWERS

§ 3.1. Common Law & Statutory Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

§ 3.2. Other Powers. The Corporation shall have all of the powers reasonably necessary to implement the purpose of the Corporation, including but not limited to the following:

- (a) Adopt a budget;
- (b) Collect membership fees, dues and assessments, and other related money;
- (c) Pay umpires and other invoices for the playing of baseball games;
- (d) Open and maintain bank accounts for the operation of the baseball league and its division(s);
- (e) Work with the City of Tallahassee, Parks, Recreation, and Neighborhood Affairs, 912 Myers Park Drive, for all things necessary regarding the day to day management of said baseball league;
- (e) Do all things directed by the Board and to carry out the purpose of a corporation in accordance with IRC 501(c)(7) of the Internal Revenue Code;
- (f) Do all things in accordance with the Bylaws of the Corporation.

§ 3.3. Funds & Titles to Property. All funds and the titles to all Property acquired by the Corporation and the proceeds thereof shall be held in the official incorporated name of the Corporation.

§ 3.4. Exercise of Powers. The powers of the Corporation shall be subject to and shall be exercised in accordance with these Articles and the Bylaws.

ARTICLE IV

DIRECTORS

§ 4.1. Number of Board Members. The affairs of the Corporation will be managed by a Board of Directors as set forth herein and as described elsewhere in the Bylaws, and/or in the Florida Statutes, and in the absence of such determination shall consist of a minimum of three (3) directors.

§ 4.2. Appointment or Election. Directors of the Corporation shall be appointed or elected in the manner determined by the Bylaws and/or Chapter 617, Florida Statutes.

§ 4.3. Initial Board. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
Shawn Goletz	3520 Thomasville Rd., Ste. # 400, Tallahassee, FL 32309
Scott Hamilton	2219 Ten Oaks Dr., Tallahassee, FL 32312
Joe Cronin	3701 Sally Ln., Tallahassee, FL 32312
Adam Duncan	1425 Alshire Ct. S., Tallahassee, FL 32317
Max Pearson	3454 John Hancock Dr., Tallahassee, FL 32312
John Sawicki	1883 Folkstone Rd., Tallahassee, FL 32312
Rick Swaine	521 Old Magnolia Rd., Crawfordville, FL 32327

§ 4.4. Discrimination Prohibited. The Corporation shall not discriminate against any person on the basis of race, color, or religion as mandated by IRC 501(c)(7) for recognition as tax exempt.

ARTICLE VI

OFFICERS

§ 5.1. Offices. The affairs of the Corporation shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the Board of Directors shall from time to time determine. The President shall be the Chairman of the Board. The President and Chief Executive Officer are one and the same. Such officers shall be elected as set forth in the Bylaws. Officers shall serve with or without compensation (as determined in the Bylaws) at the pleasure of the Board of Directors. The same person may hold multiple offices if so elected. There may be more than one Vice President, Secretary, and Treasurer, and such positions would be designation with "Co-" (i.e. Co-Vice President).

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Officer Position</u>	<u>Address</u>
Shawn Goletz	President	3520 Thomasville Rd., Ste. # 400, Tallahassee, FL 32309
John Sawicki	Vice-President	1883 Folkstone Rd., Tallahassee, FL 32312
Max Pearson	Secretary	3454 John Hancock Dr., Tallahassee, FL 32312
Scott Hamilton	Co-Treasurer	2219 Ten Oaks Dr., Tallahassee, FL 32312
Rick Swaine	Co-Treasurer	521 Old Magnolia Rd., Crawfordville, FL 32327

ARTICLE VI

INDEMNIFICATION

§ 6.1. Director & Officer Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney and paralegal fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the 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 duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the Corporation. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

BYLAWS

§ 7.1. Adoption. The Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE VIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

§ 8.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

§ 8.2. Proposal and Adoption. An amendment may be proposed by the Board of Directors. Except as otherwise provided herein, a resolution adopting a proposed amendment must receive approval of not less than a majority all the directors.

§ 8.3. Effective Date of Amendments. An amendment to these Articles shall be effective when filed with the Secretary of State of the State of Florida.

§ 8.4. Accord. Any amendments to these Articles shall be in accord with the terms and provisions of the Bylaws.

ARTICLE IX

TERM

§ 9.1. Term. The term of the Corporation shall be perpetual, unless and until it is ever dissolved.

§ 9.2. Dissolution. The Corporation may be dissolved in accordance with Chapter 617, Florida Statutes. Upon the dissolution of the Corporation, assets shall be distributed as required above in compliance with IRC 501(c)(7) to be used exclusively for the purposes hereinabove set forth, to fullest extent practical to preserve the tax exempt status under any applicable law or regulation.

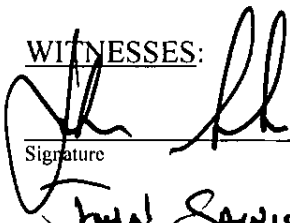
In conformance with all of the foregoing provisions, the assets of the Corporation are hereby irrevocably dedicated to use as a recreational club under IRC 501(c)(7); accordingly, the Corporation's assets shall be turned over as provided in Article II herein-above to the fullest extent available to preserve the status and qualification provided by IRC 501(c)(7) or corresponding section of any prior or future law or pertinent regulation.

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END OF MAIN DOCUMENT BODY PRIOR TO SIGNATURE PAGE}****

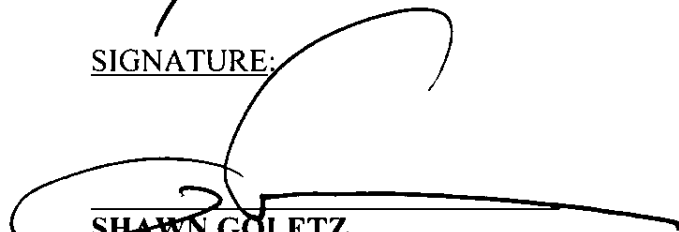
EXECUTION


IN WITNESS WHEREOF, These amended and fully restated Articles of Incorporation were adopted by the Board of Directors of the Corporation, and the number of votes cast were sufficient for approval, and the President/Chief Executive/Chairman of the Board has hereto affixed his signature below, this 15th day of May, 2014.
There are no members.

WITNESSES:


Signature
John Sawicki
Printed Name

SIGNATURE:


SHAWN GOLETZ
President


Signature
Scott Hamilton
Printed Name

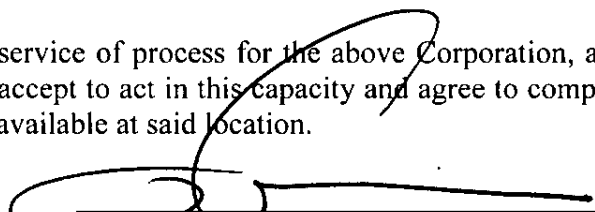
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TALLAHASSEE ADULT RECREATIONAL BASEBALL LEAGUE, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation in the City of Tallahassee, County of Leon, State of Florida, has appointed SHAWN GOLETZ, 3520 Thomasville Rd., Ste. # 400, Tallahassee, FL 32309, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.


SHAWN GOLETZ