

N/99000002243

TRANSMITTAL LETTER

February 26, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

500002833055--8
-04/08/99--01048--007
*****70.00 *****70.00

Subject: FLORIDA PANHANDLE BASEBALL, INC.

Dear Sir/Madam:

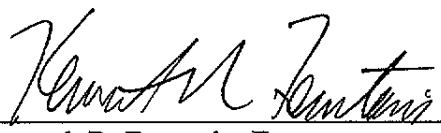
Enclosed is the original and two copies of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation for the referenced corporation.

Please return the date stamped copies of the filed Articles of Incorporation AND Designation and Acceptance of Registered Agent to the address noted below. Thank you for your assistance, and should you have any questions concerning this matter, please do not hesitate to contact me.

A check for \$70.00 is enclosed. This represents payment for:

Articles of Incorporation
Designation of and Acceptance by a Registered Agent

FROM:


Kenneth R. Fountain, Esq.
Attorney at Law
Kenneth R. Fountain, P.A.
8855 Navarre Parkway
Navarre, Florida 32566
(850) 939-3535

FILED
99 APR -8 AM 8 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/13/99
AM

**ARTICLES OF INCORPORATION
OF
FLORIDA PANHANDLE BASEBALL, INC.**

A Florida Not For Profit Corporation

The undersigned, acting as incorporator(s) of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt(s) the following Articles of Incorporation:

**Article I
Name**

The name of the corporation is Florida Panhandle Baseball, Inc.

**Article II
Duration**

The corporation shall have perpetual duration.

**Article III
Principal Place of Business and Mailing Address**

The principal place of business and the mailing address of the corporation shall be:
Florida Panhandle Baseball, Inc., 433 York Street, Gulf Breeze, Florida 32561.

**Article IV
Purpose**

The corporation is a not for profit corporation. The purposes of this corporation shall be:

- To unite those supporting youth baseball programs in the Florida Panhandle;
- To provide resources, guidance, and educational opportunities to the public and young people of the Florida Panhandle in the sport of baseball;
- To promote and maintain the high standards of sportsmanship, athleticism and scholarship in the sport of baseball;
- To further the interest of the public and youth in the Florida Panhandle in the sport of baseball;
- To exercise and possess any and all other powers, rights and privileges provided for a corporation organized under Florida Statutes Chapter 617 the Non-Profit Corporation Law of the State of Florida, by law, may now or hereafter have or exercise.

FILED
99 APR -8 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V
Manner of Election of Directors
and Initial Board of Directors & Officers

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a number pursuant to the Bylaws of this corporation. The original subscriber's officers and directors of these Articles of Incorporation are as follows:

Mr. Robert Schneider	8200 Riverside Landing Lane Navarre, Florida 32566	President & Director
Mr. Russell R. Shaw	433 York Street Gulf Breeze, Florida 32561	Treasurer & Director
Ms. Alana T. Shaw	433 York Street Gulf Breeze, Florida 32561	Secretary & Director

Article VI
Number of Directors

The Directors of the Corporation shall manage the affairs of the corporation and shall consist of not less than three directors, which shall be increased from time to time as provided in the By-laws. Such Directors shall serve for a period of not more than one year. At each annual meeting of the members of the corporation the directors shall be elected.

Article VII
Officers

The officers of this corporation shall consist of a President, who shall be chairman of the Board of Directors, a Secretary and a Treasurer. Each of the foregoing officers shall be elected by the membership of the corporation at an annual meeting held for that purpose, and shall serve for one year terms or until their successors are elected and have qualified. Election to any of the offices of President, Secretary or Treasurer shall also constitute election to the Board of Directors as herein provided.

Article VIII
Duties of Officers

SECTION 1. It shall be the duty of the President to preside at all meetings of the corporation, to serve as chairman of the Board of Directors, to supervise and conduct administration of the corporation, and to call special meetings of the corporation of his own accord or at the written request of 5 members.

SECTION 2. It shall be the duty of the Secretary to keep the minutes of the meeting, to attend to the correspondence of the corporation, and to perform such other duties as generally pertain to his office as may be provided by the By-laws.

SECTION 3. It shall be the duty of the Treasurer to receive all monies, to disburse the same upon the order of the proper officers, to keep a correct account of the same, to prepare at every regular meeting a report of the finances of the corporation and such other duties that may be provided by the By-laws.

Article IX
Powers of the Board of Directors

The affairs of this corporation shall be conducted and managed by the Board of Directors as further specified in and according to the By-laws.

Article X
Membership

Membership of this corporation shall be those admitted by the Board of Directors who show an interest in the objectives as outlined in the article above and such individuals who are active in the promotion of those objectives. Further limitations and details on the admission of members to the corporation shall be set forth in the By-laws, including participation by association, affiliate, public service, non-resident and all honorary members.

Article XI
The By-laws

The By-laws of this corporation will be made, altered or rescinded by the action of a majority of the active members at any meeting at which a quorum is present, provided the proposed amendment or amendments shall be plainly stated in the call for the meeting.

Article XII
Amendment

These Articles of Incorporation may be amended by 3/4 of the members in accordance with Florida Statute 617.02.

Article XIII
Initial Registered Agent and Street Address

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

Mr. Robert Schneider
8200 Riverside Landing Lane
Navarre, Florida 32566

Article XIV
Incorporator(s)

The name and the street address of the incorporators for these articles of incorporation is:

Mr. Robert Schneider
8200 Riverside Landing Lane
Navarre, Florida 32566

Mr. Russell R. Shaw
433 York Street
Gulf Breeze, Florida 32561

Ms. Alana T. Shaw
433 York Street
Gulf Breeze, Florida 32561

Article XV
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, trustees, 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.

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

D. Notwithstanding any other provisions 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.

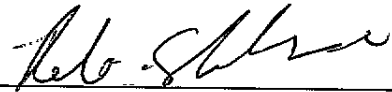
Article XVI
Distribution of Assets

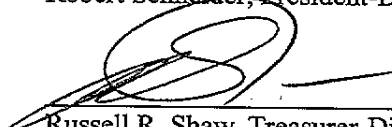
Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation for one or more exempt purpose within the meaning of Section 501(c)(6) of the Internal Revenue Code (or future federal tax code) in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law or future federal tax code), as the Board of Directors shall determine. In lieu of or in conjunction with such distribution for charitable, educational or other exempt purposes, the Board of Directors may direct that the assets of the corporation be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.


Article XVII
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.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of April, 1999.


Robert Schneider, President-Director


Russell R. Shaw, Treasurer-Director


Alana T. Shaw, Secretary-Director

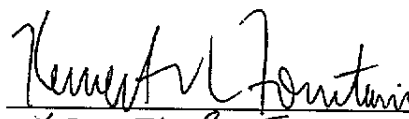
STATE OF FLORIDA
COUNTY OF SANTA ROSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, this date personally appeared **Robert Schneider, Russell R. Shaw and Alana T. Shaw**, who are personally known to me and who executed before me the foregoing Articles of Incorporation for Florida Panhandle Baseball, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8th day of April, 1999.



Kenneth R Fountain
My Commission CC586814
Expires Sep. 19, 2000


KENNETH R FOUNTAIN
Notary Public, State of Florida at Large
My commission expires:


**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:
FLORIDA PANHANDLE BASEBALL, INC.
2. The name of the registered agent is: **Robert Schneider.**
3. The address of the registered agent/registered office is:
8200 Riverside Landing Lane, Navarre, Florida 32566.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



Robert Schneider

Date: ~~February 26, 1999.~~
APRIL 8, 1999

FILED
99 APR -8 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA