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MICHAEL A. JONES  
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April 28, 1999

Department of State  
Corporate Records Bureau  
409 E. Gaines Street  
Tallahassee, Florida 32301

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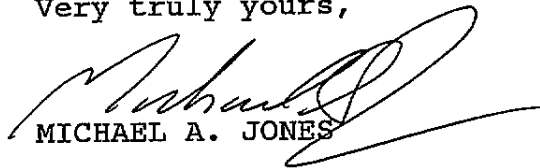
Dear Sir:

RE: NICEVILLE VALPARAISO AMERICAN LITTLE LEAGUE, INC.  
~~NICEVILLE VALPARAISO NATIONAL LITTLE LEAGUE, INC.~~

Enclosed is the original and one copy of the Articles of Incorporation of Niceville Valparaiso American Little League, Inc., and the original and one copy of the Articles of Incorporation of Niceville Valparaiso National Little League, Inc. Also, enclosed are Niceville/Valparaiso Little League's check numbers 2154 and 2155 each in the amount of \$70 to cover your filing fees.

Should you have any questions please contact me.

Very truly yours,

  
MICHAEL A. JONES

lfd  
Enclosure

FILED  
99 MAY -3 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_\_ GAVE  
AUTHORIZATION BY PHONE TO  
CONNECT prengle, add  
DATE 5-7-99  
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5-7-99  
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**FILED**  
99 MAY -3 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
of  
NICEVILLE VALPARAISO AMERICAN LITTLE LEAGUE, INC.  
a Not-for-Profit Corporation

ARTICLE I

CORPORATION NAME

The name of this corporation is NICEVILLE VALPARAISO  
AMERICAN LITTLE LEAGUE, INC.  
508 Wexford Drive  
Niceville, Florida 32578

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for  
purposes pursuant to the Florida Corporations Not for Profit Law  
set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The terms of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which this corporation  
is formed is to perpetuate the Niceville Valparaiso Little League  
with the goal of promoting little league in the Niceville  
Valparaiso area.

ARTICLE V

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 Directors, consisting of not less than 26 persons. The number of Directors of the corporation shall be 26, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at a place to be determined annually on the second Tuesday in October of each year at a place to be determined or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent

shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Ken Marchman  
508 Wexford Drive  
Niceville, FL 32578

Felicia Hutchins  
1535 Hickory Street  
Niceville, FL 32578

Rhonda Marchman  
508 Wexford Drive  
Niceville, FL 32578

Lynn Whiddon  
481 Ruckel Drive  
Niceville, FL 32578

Roy Sutton  
Post Office Box 750  
Niceville, FL 32588

Brian Braziel  
1197 Muirfield Cove West  
Niceville, FL 32578

Earl Gothard  
1634 Parkside Circle  
Niceville, FL 32578

Debbie Tate  
920 Nutmeg Avenue  
Niceville, FL 32578

Hal Harper  
339 Antiqua Way  
Niceville, FL 32578

Gina Carver  
1206 Shipley Drive  
Niceville, FL 32578

Wayne Carver  
1206 Shipley Drive  
Niceville, FL 32578

Mike Clements  
232 Palmetto Avenue  
Niceville, FL 32578

James Crum  
105 Park Avenue  
Niceville, FL 32578

Jeff Curtis  
107 Dana Pointe  
Niceville, FL 32578

Ken Dawson  
525 Nassau Drive  
Niceville, FL 32578

Randy Eubanks  
230 Palmetto Avenue  
Niceville, FL 32578

Vinnie Franco  
1746 Osprey Cove  
Niceville, FL 32578

Randy Hutchins  
1535 Hickory Street  
Niceville, FL 32578

Ken Koger  
606 Greenwood Cove East  
Niceville, FL 32578

David Thoms  
4280 Lancaster Road  
Niceville, FL 32578

Rodney Dutton  
4574 Castlewood Lane  
Niceville, FL 32578

Edwin Feliciano  
1710 Evans Court  
Niceville, FL 32578

Debbie Goodwin  
206 Brook Court  
Niceville, FL 32578

John Jordan  
2194 Chase Drive  
Niceville, FL 32578

Bill Skelley  
1340 Windward Cove  
Niceville, FL 32578

Scott Ward  
619 Hickory Avenue  
Niceville, FL 32578

#### ARTICLE VI

##### 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, 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 include 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision 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 VII

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable,

education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 VIII

##### MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

#### ARTICLE IX

##### SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

Rhonda Marchman  
508 Wexford Drive  
Niceville, Florida 32578

#### ARTICLE X

##### AMENDMENTS OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of

the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-laws.

#### ARTICLE XI

##### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the promotion of Little League Baseball in the Niceville Valparaiso area, 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.

#### ARTICLE XII

##### REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 508 Wexford Drive, Niceville, Florida 32578 and the name of its registered agent at said address shall be Rhonda Marchman.

#### ARTICLE XIII

##### 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 members for the vote in the manner set forth in the By-Laws of this corporation.



I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 27<sup>th</sup> day of April, 1999.

WITNESSED BY:

Lisa F. Demara  
Michael J. [Signature]

Rhonda Marchman  
RHONDA MARCHMAN, Subscriber

Rhonda Marchman  
RHONDA MARCHMAN, Registered Agent

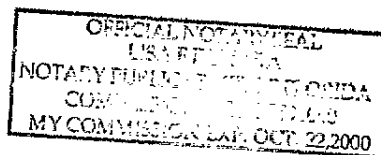
STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared RHONDA MARCHMAN, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27<sup>th</sup> day of April, 1999.

Lisa F. Demara  
Lisa F. Demara  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



Acceptance by Registered Agent

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

  
\_\_\_\_\_  
RHONDA MARCHMAN

**FILED**  
99 MAY -3 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA