

N990000003233

TRANSMITTAL LETTER

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

SUBJECT: Parkland Traveling Baseball Club, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

X \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Peter J. Manso

Name (Printed or typed)

900002881439--1
-05/20/99--01080--016
****131.25 *****87.50

P.O. Box 174
6574 North State Road 7

Address

Coconut Creek, FL 33073

City, State & Zip

(954) 752-0710

Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

FILED
1999 MAY 20 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

Article I - Name

1.01 The name of the corporation shall be the Parkland Traveling Baseball Club, Inc., hereinafter referred to as the "Baseball Club."

Article II - Principal Office

2.01 The principal place of business and mailing address of this corporation shall be Parkland Traveling Baseball Club, Inc., P.O. Box 174, 6574 North State Road 7, Coconut Creek, Florida 33073.

Article III - Purpose(s)

3.01 The purposes and objectives of the Baseball Club shall be:

(a) to encourage interest in the establishment of recreation and competitive traveling softball programs, teams and leagues;

(b) to aid in the development of the physical and mental well being of the players of the Softball Association;

(c) to enhance the self esteem and confidence of the players of the Baseball Club;

(d) to provide leadership roles for the players of the Baseball Club;

(e) to instill firmly in the players of the Baseball Club the ideals of (i) good sportsmanship, (ii) honesty, (iii) loyalty, (iv) courage, and (v) respect for authority, so that they may be well adjusted, stronger and happier people and will grow and continue to grow to be good, decent, healthy and trustworthy adults;

(f) to create and provide supervised softball activities for the players of the Baseball Club, such as competitive softball teams, softball leagues, softball programs, softball and other related clinics and softball schools, for the purposes of teaching softball and other related skills, conditioning and knowledge to the players of the Baseball Club and encouraging participation by the players of the Baseball Club in said softball activities;

(g) to raise money through registration fees, sponsor fees, and any other activities which are necessary to support the Baseball Club, to organize said supervised softball activities, to purchase softball equipment and other related softball items, whenever it is deemed necessary by the Baseball Club, and in general to achieve the purposes of the Baseball Club;

(h) to acquire by gift, lease, purchase, or otherwise, personal, real, or mixed property for the uses and purposes of the Baseball Club, and to sell, lease, or dispose of the same at the discretion of the Baseball Club and for the uses and purposes for which the Baseball Club is formed; and

(i) to make and perform contracts, to do and perform any other acts, and to engage in any activity or business which is now or may hereafter be permitted under the laws of the United States and of the State of Florida, and to do and perform any and all things necessary or incident to the performing and carrying out the purposes and objectives of the Baseball Club and the powers articulated hereinabove specifically delegated or implied.

Article IV - Manner of Election of Directors

4.01 A General Membership Meeting is any meeting concerned with the entire membership of the Baseball Club. More than one General Membership Meeting may be held per year.

4.02 Special Meetings of the membership of the Baseball Club may be called by the President when he/she deems it necessary or in the best interests of the Baseball Club. When called by the President, a notice of one (1) week shall be given to the entire membership by any means selected by the President.

4.03 At the request of at least seventy-five percent (75%) of the Board of Directors, the President shall cause a Special Meeting to be called, but such request to the President must be submitted in writing at least three (3) weeks before the requested scheduled date. Those Directors requesting said Special Meeting shall be required to deliver notice by mail to the entire membership at least one (1) week in advance of said Special Meeting. Each said notice delivered by the Directors for said Special Meeting shall include the date, time and location of said Special Meeting and the business to be transacted at said Special Meeting. No other business but that specified in said notice may be transacted at said Special Meeting. In the event that those Directors requesting said Special Meeting fail to comply with and meet all requirements of this ¶ 4.03, the President shall have the right and power, at his/her sole discretion, to cancel said Special Meeting.

4.04 An Annual General Membership Meeting of the membership of the Baseball Club shall be held in the month of September each and every year for the purposes of, among other things, electing the Board of Directors. At the Annual General Membership Meeting held in September of each year, the *Voting Members* shall determine the number of Directors to be

elected for the ensuing year and shall elect such number of Directors by a unanimous vote. The number of Directors shall not exceed fifteen (15).

4.05 At any General or Special Meeting, the presence of at least seventy-five percent (75%) of the **Voting Members** shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted. All General and Special Meetings shall be conducted in accordance with the Roberts Rules of Order, except where modified elsewhere in these by laws.

4.06 There shall be only two classes of membership:

(a) **Regular Members.** Any person who is a game official, manager or coach of a team, parent or guardian of a child participating in the Baseball Club, an adult who is a player on a team under the jurisdiction of the Baseball Club, or performs a service to or for the Baseball Club by helping to raise money or further the Baseball Club's business, purposes or objectives shall be eligible to compete for participation. Only those persons elected by unanimous vote of all Directors at any duly held meeting of the Board of Directors shall become **Regular Members**. **Regular Members** shall have no rights, duties, decision making authority, voting privileges, or obligations in the management, operation, or in the property of the Baseball Club. The Secretary shall maintain the roll of membership to qualify **Regular Members**.

(b) **Voting Members.** Only those adults nominated and approved solely by the President may become a **Voting Member**, but only upon payment of dues as hereinafter provided. **Voting Members** may be issued a card annually by the Secretary which is numbered in sequential order. Only **Voting Members** in good standing shall be eligible to vote for Directors at the Annual General Membership Meeting.

4.07 Dues for **Voting Members** may be fixed at such amounts as the President shall determine for a particular fiscal year. Dues for **Voting Members** are separate from registration fees, which are determined annually by the Board of Directors. A new **Voting Member**, who fails to pay his/her fixed dues within ten (10) days of becoming a **Voting Member** may be dropped from the rolls and shall forfeit all rights and privileges of voting membership. Any **Voting Member**, who fails to timely pay his/her fixed dues may be dropped from the rolls and shall forfeit all rights and privileges of voting membership.

4.08 The Officers of the Baseball Club shall be members of the Board of Directors.

4.09 The number of Board of Directors so fixed at the Annual General Membership Meeting may be increased up to fifteen (15) members at any subsequent meeting of the Board of Directors by unanimous vote of all Directors. If the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting of the Board of Directors. All elections of additional Directors shall be by unanimous vote of all Directors.

4.10 If any vacancy occurs in the Board of Directors, it may be filled by a unanimous vote of the remaining Directors at any regular Board meeting or by unanimous vote of the *Voting Members* at any Special Meeting called for that purpose.

4.11 Regular meetings of the Board of Directors shall be held immediately following the Annual General Membership Meeting and on such days thereafter, and as often as deemed necessary, as shall be determined by the President, at a time and place selected by the President.

4.12 Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings. Only those Directors in good standing shall be eligible to vote at the Board meetings, and each Director shall have only one vote. A Director shall be considered to not be in good standing if he/she fails to attend three (3) or more Board meetings, without excuse accepted by the President, during that Director's annual term.

4.13 The Board of Directors shall have the power, by seventy-five percent (75%) vote of all Board members, to discipline, suspend or remove any Director or Officer or *Voting or Regular Member*.

4.14 Vacancies on the Board of Directors shall be filled by an unanimous vote of the remaining members of the Board of Directors for the balance of the term of office, consistent with ¶ 4.10.

4.15 Consistent with this Article IV, the Board of Directors may remove a Director upon charges made to the Board by a *Voting Member* or a Board member. A Director may be represented by counsel at any removal hearing. The Board of Directors may adopt such rules as it may, at its discretion, consider necessary for the best interests of the Baseball Club for such a hearing. If the Board of Directors determines, by an affirmative vote of not less than seventy-five percent (75%) of those Board of Directors entitled to vote, that there is good cause to remove said Director from the Board, then its determination shall be in writing stating with specificity the basis for the determination and said Director at issue shall be removed. The Director subject to removal shall not be entitled to vote on the issue of his/her removal from the Board.

Article V - Initial Registered Agent and Street Address


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

William Stephen Stonestreet, Jr.
6440 N.W. 98th Lane
Parkland, FL 33076

Article VI - Incorporator

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

Peter J. Manso
7301 Dover lane
Parkland, FL 33067




Signature/Incorporator

April 11, 1999

Date

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 I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

4-11-99

Date

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1999 MAY 20 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA