

NP900000 6669

TRANSMITTAL LETTER

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

300003016683--6

-10/18/99--01074--004

*****78.75 *****78.75

SUBJECT: Pro Kids, 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 of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Zoe M. Hicks
Suite 110
2296 Henderson Mill Road, N.E.
Atlanta, GA 30345
770-493-7775

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

FILED
99 NOV 10 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 21, 1999

ZOE M. HICKS
2296 HENDERSON MILL RD, N.E., STE. 110
ATLANTA, GA 30345

SUBJECT: PRO KIDS, INC.
Ref. Number: W99000024241

We have received your document for PRO KIDS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 699A00050669

ARTICLES OF INCORPORATION

OF

PRO KIDS, INC.

ONE

The name of the corporation shall be PRO KIDS, INC.

TWO

The principal place of business and mailing address of this corporation shall be 3006 Merrill Drive, Clearwater, Florida 33756. The corporation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code.

THREE

The corporation is organized exclusively for the purpose of providing baseball training for young children (age 18 and under), developing a college placement program for the student athlete, and providing college scholarships for the student athlete, and other purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code. In furtherance of such purposes, the corporation shall have full power and authority to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Nonprofit Corporation Code.

FOUR

The corporation is not organized nor shall be operated for pecuniary gain or profit.

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(a) No part of the property or the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but 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 THREE 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 or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(c) If at any time the corporation is deemed to be a private foundation as defined in section 509 of the Code, then so long as the corporation is deemed a private foundation, it shall not, as provided in section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the corporation to tax under §4942 of the Code, engage in any act of self-dealing as defined in §4941(d) of the Code, retain any excess business holdings as defined in §4943(c) of the Code, make any investments in such manner as to subject the corporation to tax under §4944 of the Code, or make any taxable expenditures as defined in §4945(d) of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, the corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under §501(c)(3) of the Code, or the corresponding section of any future federal tax code; or (2) by a corporation, contributions to which are deductible for federal income tax purposes under §170(c)(2) of the Code, or the corresponding section of any future federal tax code.

FIVE

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws.

SIX

The corporation shall have no members.

SEVEN

No member of the Board of Directors shall have any personal liability to the corporation for monetary damages for breach of duty of care or other duty as a director; provided, however, that the foregoing shall not eliminate the liability of any director for those matters described in the Florida Nonprofit Corporation Code.

EIGHT

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations which shall at the time qualify as exempt from tax under §501(c)(3) of the Code, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

organizations as said court shall determine, which are organized and operated exclusively for such purposes.

NINE

The street address and county of the initial registered office of the corporation are: 3006 Merrill Drive, Clearwater, Florida 33756. The initial registered agent of the corporation at such address is: ROBIN FERREIRA.

TEN

The name and address of the incorporator are Zoe M. Hicks, Hicks & Hicks, P.C., 2296 Henderson Mill Road, N.E., Suite 110, Atlanta, Georgia 30345.

ELEVEN

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this the 18th day of October, 1999.

Zoe M. Hicks
ZOE M. HICKS
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617/607 FLORIDA STATUTES, 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:

PRO KIDS, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

Robin Ferreira

(NAME)

3006 Merrill Drive

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Clearwater, Florida 33756

(CITY/STATE/ZIP)

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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.

Robin L. Ferreira

(SIGNATURE)

11/2/99

(DATE)