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BASIC AMENDMENT

MANATEE TITANS BASEBALL CLUB, INC.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$43.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Amendment
to the Articles of Incorporation
of
Manatee Titans Baseball Club, Inc.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, MANATEE TITANS BASEBALL CLUB, INC., a Florida not for profit corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST, Articles I through VII of the Articles of Incorporation are hereby deleted in their entirety and are replaced by the following Amended Articles I through XI:

ARTICLE I. NAME

The name of this corporation is: **Manatee Titans Baseball Club, Inc.**

ARTICLE II. PRINCIPAL OFFICE AND ADDRESS

The mailing address and principal office of the corporation are: 2209 87th Street NW, Bradenton, Florida 34209.

ARTICLE III. DURATION

This corporation will have perpetual existence. The corporate existence commenced upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE IV. PURPOSE

This nonprofit corporation is organized for charitable and educational purposes. The primary purposes for which this corporation is organized are:

1. To educate and instruct children and adolescents in athletic endeavors, particularly baseball;
2. To provide alternative activities and athletic outlets for children and adolescents in order to discourage antisocial behavior;

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3. To encourage athletic competition and recognize athletic achievements in children and adolescents;
4. To provide baseball instruction and recreation to children and adolescents.

The secondary and general purposes of this corporation are as follows:

1. To exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;; provided, however, that this corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
2. To make bylaws and regulations not inconsistent with the constitution or laws of the United States, Florida or the Articles of the corporation;
3. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey and/or otherwise dispose of real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purpose of this corporation;
4. To transact any or all lawful business and to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and

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5. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

The several clauses contained in this statement of purposes will be construed as both purposes and powers, and their statements contained in each clause will, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause, but will be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE V. RESTRICTION ON CORPORATE PURPOSE

The purposes of which this corporation is organized are to receive and maintain real and/or personal property, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto.

No part of the net earnings of this corporation will inure to the benefit or be distributable to any Director or Officer of the corporation, or to any other private individual (except that reasonable compensation may be paid for services rendered to the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes). No Director or Officer, or any private individual will be entitled to share in the distribution of any corporate assets in the event of dissolution of this

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corporation.

The corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations issued pursuant thereto.

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Upon dissolution of this corporation, the assets of the corporation will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as stated in the Bylaws.

ARTICLE VI. DIRECTORS

The corporation's Board of Directors will consist of no fewer than three (3) Directors. The method of election of the Directors of the Corporation is set forth in the Bylaws of this corporation.

The initial directors of this corporation will be:

Don Robinson
2209 87th Street NW
Bradenton, Florida 34209

Rhonda Robinson
2209 87th Street NW
Bradenton, Florida 34209

Donald Sisemore
5805 5th Avenue Dr. W
Bradenton, FL 34209

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is as set forth in Article II, above. The name and address of the initial registered agent of this corporation is: Rhonda Robinson, 2209 87th Street NW, Bradenton, Florida 34209.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Don Robinson
2209 87th Street NW
Bradenton, Florida 34209

ARTICLE IX. OFFICERS

The officers of this corporation will be a President, who will be a

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Director of the corporation; a Secretary and a Treasurer, and such other officers and agents as may be necessary. All officers and agents as may be necessary will be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the Bylaws of the corporation or determined by the Board of Directors. Any person may hold two offices, except that the President may not be also the Secretary or assistant secretary of this Corporation.

ARTICLE X. AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. INDEMNIFICATION

The corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

SECOND, as of this date, there are no members of this not for profit corporation. Pursuant to the Bylaws and as required by Florida law, these Amended Articles of Incorporation were adopted by unanimous vote of the Board of Directors on July 21, 2000.

SIGNED this 21st day of July, 2000.


DON ROBINSON
Chairman, Board of Directors
Manatee Titans Baseball Club, Inc.