

# CAPITAL CONNECTION, INC.

1711 Highway 17, Tallahassee, Florida 32301  
 904-441-3475 Fax 904-441-1275

# N990000006985

Ampa Bay Raiders, Inc

400004456544--4

-07/02/01--01040--015

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED  
 01 JUL -2 PM 4:26  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**AMENDED ARTICLES OF INCORPORATION  
OF  
TAMPA BAY RAIDERS, INC.**

The undersigned directors, for the purpose of amending in its entirety the Articles of Incorporation of Tampa Bay Raiders, Inc., a corporation under the Florida Not for Profit Corporation Act, under Chapter 617, Florida Statutes hereby adopts the following Amended Articles of Incorporation.

**ARTICLE I  
NAME AND PRINCIPAL ADDRESS**

The name of the corporation is TAMPA BAY RAIDERS, INC., and the principal address and principal place of business is 9423 Corporate Lake Drive, Tampa, Florida 33634.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The address of its registered office in the State of Florida is c/o STEVEN W. MOORE, P.A., 8200 Bryan Dairy Road, Suite 300, in the City of Largo, County of Pinellas, Florida 33777. The name of its registered agent at such address is Steven W. Moore, Esquire.

**ARTICLE III  
PURPOSE**

The purposes for which the Corporation is to be organized are exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and, to that end, to take and hold be bequest, devise, gift, grant, purchase, lease or otherwise any property, real personal tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as in the judgment of the Directors will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Amended Articles of Incorporation, the Bylaws of the Corporation or any laws applicable thereto; to promote, advance and sponsor recreational and amateur athletics by specifically:

1. Promoting the sport of Amateur Athletics Union ("AAU") baseball and overall youth baseball activities;
2. Fostering the development of AAU baseball for the "Tampa Bay Raiders" and/or overall youth baseball activities for the Hillsborough County, Florida area;
3. Serving as a local clearinghouse for AAU baseball and/or youth baseball programs by gathering and disseminating information on the sport;
4. Advising Tampa Bay Raiders baseball team management on solutions to problems and in coordinating team activities; and
5. Supporting AAU and/or other local, state, regional or national youth baseball organizations;

to conduct any and all lawful business and activity as permitted by Section 503(c)(3) of the Internal Revenue Code of 1986; and to do any other act or thing incidental to or connected with the foregoing purposes and

objectives or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the provisions of Chapter 617, Florida Statutes.

#### ARTICLE IV LIMITATIONS AND RESTRICTIONS

- A. No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes) and no Member, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- 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 distributing of statements) any political campaign on behalf of any candidate for public office.
- C. No part of the Corporation's activities shall involve the provision of athletic facilities or equipment.
- D. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 503(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- E. Upon the dissolution of the Corporation or the winding up of its affairs, the assets or of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations, other organizations fostering national or international amateur sports competition, so long as part of its activities involve the provision of athletic facilities or equipment, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended and not of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

#### ARTICLE V TERM

This Corporation shall exist perpetually, unless terminated by due process of law.

#### ARTICLES VI MEMBERS

The Members of the Corporation shall constitute all persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become Members, in the manner provided in the Bylaws

of the Corporation or as may be elected by the Members at each annual meeting.

ARTICLE VII  
MANNER OF ELECTION OF DIRECTORS

The Directors shall be elected on an annual basis by the members of the corporation. The duties, removal of and restrictions concerning the Directors, shall be governed by the Bylaws.

ARTICLE VIII  
BOARD OF DIRECTORS

- A. The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation but not less than three (3) Directors. Directors need not be Members of the Corporation.
- B. Directors of the Corporation shall, at the annual meeting of the Members of the Corporation, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.
- C. The names and mailing addresses of each person who is to serve as a Directors until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Charles W. Fest, Jr.	9423 Corporate Lake Drive, Tampa, Florida 33634
Anthony Fest	9423 Corporate Lake Drive, Tampa, Florida 33634
Steven W. Moore	8200 Bryan Dairy Road, Suite 300, Largo, Florida 33777

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE IX  
AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE X  
DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every Registered Agent, Director or Officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a Director or Officer of this Corporation, except in

relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

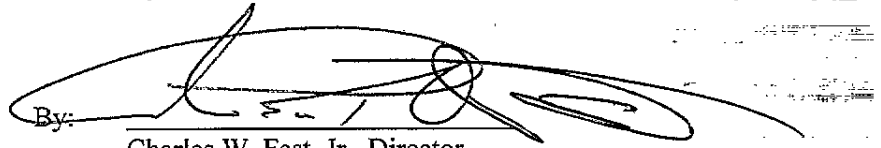
ARTICLE XI  
DATE OF ADOPTION

The date of the above amendments adoption is June 1, 2001.

ARTICLE XII  
ADOPTION OF AMENDMENT

Adoption of the above stated amendments was unanimously approved by the members, shareholders and directors. The number of votes cast in favor of the amendment by both the shareholders and directors was sufficient for approval of said amendment.

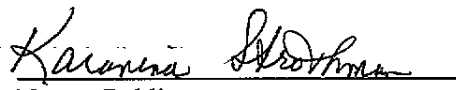
THE UNDERSIGNED, being the Directors of the Corporation do make, file and record this Amendment to Articles of Incorporation and do hereby certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 26<sup>th</sup> day of June, 2001.

By:   
Charles W. Fest, Jr., Director

STATE OF FLORIDA                     )  
  )  
COUNTY OF HILLSBOROUGH        )

THE FOREGOING INSTRUMENT was acknowledged before me this 26<sup>th</sup> day of June, 2001 by Charles W. Fest, Jr., who is personally known to me.



  
Notary Public  
State of Florida  
My Commission expires:

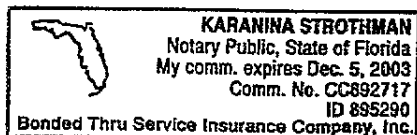
By:

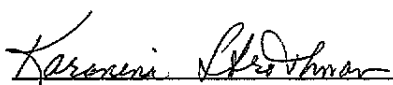
  
Anthony Fest, Director

STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

THE FOREGOING INSTRUMENT was acknowledged before me this 26<sup>th</sup> day of June, 2001 by Anthony Fest, who is personally known to me or who did produce H. Anna Levine as identification.



  
Notary Public  
State of Florida  
My Commission expires:

By:

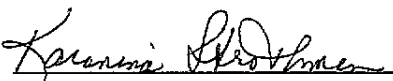
  
Steven W. Moore, Director

STATE OF FLORIDA )

COUNTY OF PINELLAS )

THE FOREGOING INSTRUMENT was acknowledged before me this 26<sup>th</sup> day of June, 2001 by Steven W. Moore, who is personally known to me or who did produce \_\_\_\_\_ as identification.



  
Notary Public  
State of Florida  
My Commission expires: