

IRVING & REILLY, P.L.

ATTORNEYS AT LAW

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April 24, 2012

VIA U.S. MAIL

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

RE: ARTICLES OF INCORPORATION – TeamPlayball, Inc.

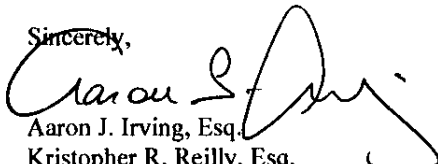
Dear Sir or Madam:

Enclosed you will find an original and one copy the Articles of Incorporation and the Certificate of Registered Agent for TeamPlayball, Inc. Also enclosed is a check for \$70.00 for the filing fee. Upon incorporation, *all future correspondence, including notices for annual reports for this Corporation, shall be addressed to:*

Shala Johnson
President, TeamPlayball, Inc.
12774 Oxford Crossing Dr.
Jacksonville, FL 32224.
(904) 438-4801
~~johnsonshala@gmail.com~~
TEAMSHALAPLAYBALL@GMAIL.COM

I appreciate your assistance in this matter.

Sincerely,



Aaron J. Irving, Esq.
Kristopher R. Reilly, Esq.
FOR THE FIRM

Enclosures

**RELEASE OF INFORMATION AND RECORDS RELATING TO
INCORPORATION TO ATTORNEY**

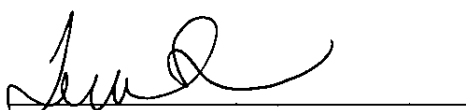
I, Teresa Starks, Incorporator of the intended Corporate entity TeamPlayball, Inc., hereby permit representatives of the Corporations Divisions of the Florida Department of State to contact; release any and all documents, information, correspondence, and other materials; correspond with and address inquiries in relation to the incorporation of TeamPlayball, Inc., to IRVING & REILLY, P.L., who has been retained in this matter as counsel for TeamPlayball, Inc.

IRVING & REILLY, P.L., and its attorneys, have the power to act as attorney on behalf of the Incorporator and intended Corporation solely in this incorporation matter.

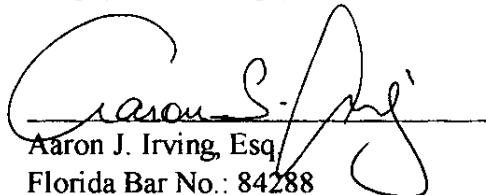
Please Direct inquires and correspondence, if necessary, to:

Aaron J. Irving, Esq.
IRVING & REILLY, P.L.
3733 University Blvd., Ste. 212
Jacksonville, FL 3217
(p) (904) 309-8463
(f) (904) 309-8462

Dated this 24 day of April, 2012.



Teresa E. Starks
12774 Oxford Crossing Dr.
Jacksonville, FL 32224.
REGISTERED AGENT



Aaron J. Irving, Esq.
Florida Bar No.: 84288
IRVING & REILLY, P.L.
3733 University Blvd., Ste. 212
Jacksonville, FL 3217

ARTICLES OF INCORPORATION

12 MAY -9 PM 1:14

TeamPlayball, Inc.
A Florida Corporation

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I. NAME OF CORPORATION: The official name of the corporation shall be: TeamPlayball, Inc.

Article II. PRINCIPAL OFFICE AND MAILING ADDRESS: The principal place of business and the mailing address of this corporation shall be: 12774 Oxford Crossing Dr, Jacksonville, FL 32224.

Article III. REGISTERED AGENT: The address of the corporation's initial registered office and the name of its initial registered agent is Teresa E. Starks, 12774 Oxford Crossing Dr, Jacksonville, FL 32224.

Article IV. INCORPORATOR: The name and street address of the incorporator to the corporation is: Teresa E. Starks, 12774 Oxford Crossing Dr, Jacksonville, FL 32224.

Article V. STOCK: The Number of shares the corporation is authorized to issue is one hundred (100), all of which shall be of the same class, shall be of the par value of \$1.00 per share, and shall be designated common stock. Said one hundred shares shall be divided equally among Teresa Starks and Shala Johnson, each receiving an undivided one-half ownership interest in said Corporation. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all of the issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum. Shareholders shall have no preemptive rights and cumulative voting shall not be permitted. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article VI: CORPORATE PURPOSE: TeamPlayball, Inc., focuses on skills associated with five (5) different sports: Baseball, Basketball, Tennis, Soccer, and Field Hockey. TeamPlayball, Inc., is a program designed for children between the ages of 2 through 9, and lessons at TeamPlayball, Inc., are geared and taught according to the children ages. TeamPlayball, Inc., incorporates life skills into the aforementioned sports, including, but not limited to: teaching children the values of teamwork, sharing, empathy, and exercise.

Article VII: DIRECTORS AND OFFICERS:

- I. **DIRECTORS:** The method of selection of the Board of Directors and number and tenure of directors shall be stated in the bylaws.
 - a. The number of Directors constituting the provisional and initial governing Board of the Corporation is two (2):
 - i. Teresa E. Starks, 12774 Oxford Crossing Dr, Jacksonville, FL 32224.
 - ii. Shala Johnson, 12543 Westberry Hideaway Ln, Jacksonville, FL 32223.
 - b. The above named provisional and initial governing Board shall continue in existence for the first year and until their successors have been elected pursuant to the bylaw of the corporation.
 - c. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation thereof in any form.
 - d. In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:
 - i. Adopt the initial Bylaws of the corporation. Further the Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.
 - ii. In general, to manage the affairs of said corporation in such a manner as shall be deemed advisable by said Board.

2. **OFFICERS:** The bylaws govern the duties, responsibilities, number, delegations, designation, appointment, and limitations of any and all Officers.

a. The provisional and initial officers of the Corporation are:

i. **President:** Shala Johnson, 12543 Westberry Hideaway Ln, Jacksonville, FL 32223.

ii. **Secretary/Treasurer:** Teresa E. Starks, 12774 Oxford Crossing Dr, Jacksonville, FL 32224.

b. The above named provisional and initial Officers shall continue in existence for the first year and until their successors have been elected pursuant to the bylaws of the corporation.

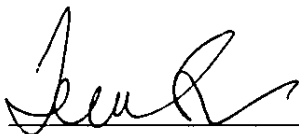
Article VIII: POWERS: The Corporation shall have all of the common law and statutory powers of a corporation pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles.

Article IX: IDEMNIFICATION & LIABILITY: Any person (and the heirs, executors, and administrators of such persons) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact the his or her is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys fees and disbursements, incurred by him or her (or by his heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding of his or her duties. Such right of indemnification shall be deemed exclusive of any other rights which such Director or Officer (or heirs, executors, or administrators) may be entitled apart from this Article.

Article X: EXCULPATION: Any act of omission of the Director or Officers, the result of which may cause or result in loss or damage of the Corporation or its Members, if done in good faith to promote the best interests of the Corporation shall not subject the Directors or Officers to any liability.

Article XI: TERM: Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of
Incorporation this 24 day of April, 2012.



Teresa E. Starks, INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY -9 PM 1:14

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

TeamPlayball, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Teresa Starks as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be: 12774 Oxford Crossing Dr, Jacksonville, FL 32224.

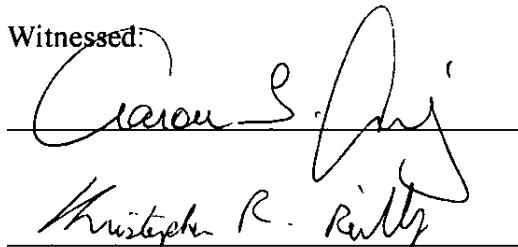
Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations on my position as registered agent.

Dated this 24 day of APRIL, 2012.



Teresa E. Starks
12774 Oxford Crossing Dr.
Jacksonville, FL 32224.
REGISTERED AGENT

Witnessed:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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