

ARTICLES OF INCORPORATION

FILED

02 MAY 20 PM 1:34

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ESCAMBIA HIGH SCHOOL BASEBALL BOOSTERS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of being a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - NAME

The name of this Corporation shall be ESCAMBIA HIGH SCHOOL BASEBALL BOOSTERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 1310 N. 65th Avenue, Pensacola, FL 32506.

ARTICLE III - DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The Corporation is organized exclusively for charitable and educational purposes, within the meaning of section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation may conduct programs and activities; raise funds, request and receive

grants, gifts, contributions, dues and bequests of moneys, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real and personal, and make expenditures and distributions for the benefit of Escambia High School, a local public school and/ or it's athletic programs and other organizations exempt under 501(c)(3) of the Internal Revenue Code in such manner as the Board of Directors may determine to be appropriate to further the foregoing purpose, and shall have all powers conferred by or permissible under the Florida Not for Profit Corporation Act.

ARTICLE V - MEMBERS

The Corporation shall have members. The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation.

All persons who are interested in the objectives of the Corporation shall be eligible for membership. Failure to pay membership dues as may be required by the Board of Directors under the Bylaws shall be sufficient cause for termination of membership with a hearing.

The Corporation shall provide for equal membership to all persons regardless of race, color, religion, sex, age or natural origin.

ARTICLE VI - PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that 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 IV hereof. 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of General Sessions of Florida exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1310 N. 65th Avenue, Pensacola, Florida 32506, and the name of the initial registered agent of this Corporation at that address is ROGER MAYO.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The Corporation shall have a Board of Directors that will govern all activities of the Escambia High School Baseball Boosters, Inc. as specified in the By-Laws. The By-Laws shall also provide for their duties, functions and manner of election. The affairs of the Corporation shall be managed by the Board of Directors. The names and street addresses of the members of the first Board of Directors and Officers, all of who shall hold office until their successors are duly elected and qualified, are as follows:

Director: Roger Mayo
6552 Colonade Circle
Pensacola, FL 32506

Director: Bill Abercrombie
204 Arabian Drive
Pensacola, FL 32506

Director: John Brower
5434 Ponte Verde Cove
Pensacola, FL 32507

Director: Tami Kirkland
21 Gamwell Road
Pensacola, FL 32506

Director: Debbie Abercrombie
204 Arabian Drive
Pensacola, FL 32506

Director: Jack Moore
8213 Mier Henry Road
Pensacola, FL 32506

ARTICLE X - AMENDMENTS

The Board of Directors may amend these Articles of Incorporation from time to time at any meeting by an two-thirds (2/3) vote of the members of the Corporation present and voting at any meeting called for that purpose, provided that notice as described in the Bylaws has been given to all members of the character of the proposed amendment, or amendments, to be voted upon.

XI - BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Roger Mayo, 1310 N. 65th Avenue, Pensacola, Florida 32506.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 1st day of May, 2002.

Roger Mayo
ROGER MAYO, Incorporator

The foregoing instrument was sworn to and subscribed to me this 1st day of May, 2002, by ROGER MAYO, who is personally known to me, or has produced _____ as identification and who did take an oath.

Evelyn L. Bodree

Print Name: _____

Notary Public, State of Florida

My Commission Expires: _____



Evelyn L. Bodree
My Commission CC926668
Expires April 10, 2004

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA AND ACCEPTANCE OF AGENT UPON WHOM PROCESS
MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST, that ESCAMBIA HIGH SCHOOL BASEBALL BOOSTERS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1310 N. 65th Avenue, Pensacola, Florida 32506 has named ROGER MAYO at 1310 N.65th Avenue, Pensacola, Florida 32506, as its agent to accept service of process within Florida.

DATED: 5-1-02



ROGER MAYO, Incorporator

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



ROGER MAYO, Registered Agent