

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

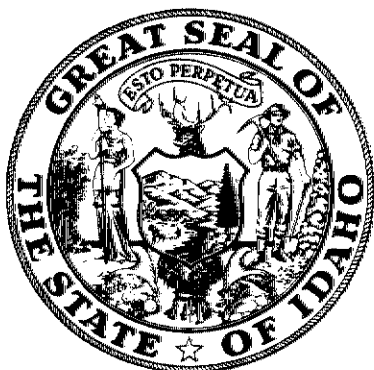
MERIDIAN BABE RUTH BASEBALL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____
MERIDIAN BABE RUTH BASEBALL, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated December 23, _____, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

MERIDIAN BABE RUTH BASEBALL, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, each being a natural person of full age citizens of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the state of Idaho, Idaho Code, Title 30, ch. 3, § 323. We do hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: Meridian Babe Ruth Baseball, Inc.

ARTICLE II

Duration

The duration of the life of this corporation shall be perpetual.

ARTICLE III

Form

This corporation shall be a nonprofit, nonpolitical and nonsectarian corporation. It shall have no capital stock, and shall be composed of members rather than stockholders.

ARTICLE IV

Registered Office

The location and post office address of the registered office of this corporation shall be 1820 Paradise Lane, Meridian, ID. Registered agent for this corporation shall be Marvin L. Thorne.

ARTICLE V

Affiliation

This Association shall be affiliated with Babe Ruth Baseball, International Headquarters at 1770 Brunswick Avenue, P. O. Box 5000, Trenton, New Jersey 08638, telephone: (609) 695-1434, and shall abide by the authority and rules of said organization.

ARTICLE VI

Purposes

This corporation shall not carry out any activity which will result in a pecuniary profit to its members. The corporation is organized exclusively for charitable and educational purposes within § 501(c)(3) of the Internal Revenue Code, and notwithstanding any other provision of these Articles shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code. Subject to the foregoing limitation, the object, business or pursuit of this corporation shall be as follows:

- (a) To develop, promote and administer baseball competition among youths of age 13 - 18 in the county of Ada in the state of Idaho;
- (b) To promote and encourage public understanding of the game of baseball;
- (c) To distribute or otherwise handle informative bulletins and any other communicative media designed to promote, train, educate and stimulate interest in the game of baseball;
- (d) To raise money, to receive gifts and grants of money and property of every kind and to administer the same for the purposes designated above;
- (e) To hold title to property necessary for administering the purposes designated above;
- (f) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the objects herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the state of Idaho.

ARTICLE VII

Membership

Section 1. Classes of Membership. The membership of the corporation shall consist of three classes: Participating members, voting members, and Honorary members.

Section 2. Membership. The participating, voting or honorary membership of the corporation shall consist of any number of eligible individuals provided for in the bylaws. Voting members shall be those persons described in Section X below and shall vote and shall enjoy all the privileges of membership provided in the bylaws. Participating members shall be nonvoting and shall pay a membership fee but shall enjoy the benefits of participating membership as provided by the bylaws. Honorary members shall be nonvoting and shall not pay a membership fee but shall enjoy the benefits of honorary membership as provided by the bylaws.

Section 3. Eligibility. Any individual shall be eligible for membership so long as such party agrees to abide by the articles, bylaws, rules and regulations of Meridian Babe Ruth Baseball, Inc.

Section 4. Transfer of Membership. Voting memberships and participating memberships shall be nontransferable.

Section 5. Resignation. Any voting member may withdraw from the corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt. Any participating or honorary member may resign subject to the bylaws of Meridian Babe Ruth Baseball, Inc.

ARTICLE VIII

Liquidation Distribution

At the end of the term of the corporation or in the event of dissolution prior to the end of the term, if there shall be any balance of assets and funds of the corporation after the payment or provision for all debts of the corporation and the necessary expenses of liquidation, the Board of Directors in their discretion shall distribute such remaining assets and funds, to the international organization of Babe Ruth Baseball or, in the eventuality that such a distribution is not possible, then to any other nonprofit, baseball-for-youth corporation or group which is under § 501(c)(3) of the United States Internal

Revenue Code as tax exempt and has purposes similar to those of this corporation.

ARTICLE IX.

Incorporators

The names and mailing addresses of the incorporators are as follows:

Marvin L. Thorne
1820 Paradise Lane
Meridian, ID 83642

Richard D. Heaton
2699 Mesa Way
Meridian, ID 83642

Frank W. Stark
10420 Whispering Cliffs
Boise, ID 83704

Douglas Swenson
9516 Dorsetshire
Boise, ID 83704

Robert Castleman
2090 Aspen Cove
Meridian, ID 83642

Ralph Comstock
4325 Linda Vista
Boise, ID 83704

Terry Delaney
3671 Woodmont Drive
Meridian, ID 83642

~~Dennis Gekko
2050 Verbena Drive
Meridian, ID 83642~~ DELETED

Dave Hamrick
2315 N.W. 15th
Meridian, ID 83642

D. Marc Haws
975 Clearcreek Drive
Boise, ID 83705

Lynn Howell
3483 Bryson Way
Boise, ID 83704

~~Gary Kalksdal
4416 Riva Ridge Drive
Boise, ID 83704~~ DELETED

~~Roger Williams
11820 Chaparral
Boise, ID 83704~~ DELETED

The above incorporators hereby subscribe to one membership and also serve as the initial Board of Directors.

ARTICLE X

Directors and Officers

Section 1. The Board of Directors shall be the officers of Meridian Babe Ruth Baseball, Inc., as defined in the bylaws and shall be the only voting members.

Section 2. There shall not be less than four directors of this corporation, which members shall be determined by the bylaws.

Section 3. Directors shall hold office for a term of one year.

ARTICLE XI

Amendment

The corporation reserves the right to amend, alter, change, or repel any provision contained in these Articles in the manner now or hereafter prescribed by applicable provisions of law, and all rights, powers, privileges and immunities conferred upon members, directors, and officers are subject to this reserved power. All amendments hereto shall be in writing.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of December, 1986.

Marvin L. Thorne

MARVIN L. THORNE

Frank W. Stark

FRANK STARK

Robert Castleman

ROBERT CASTLEMAN

Terry Delaney

TERRY DELANEY

Dave Hamrick

DAVE HAMRICK

Lynn Howell

LYNN HOWELL

DELETE

ROGER WILLIAMS

Richard D. Heaton

RICHARD D. HEATON

Douglas Swenson

DOUGLAS SWENSON

Ralph Comstock

RALPH COMSTOCK

DELETE

DENNIS GEROSIN

Marc Haws

D. MARC HAWS

DELETE

GARY KLUKSDAL

STATE OF IDAHO

County of Ada

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On this 18th day of December, 1986, before me, a notary public in and for said state, personally appeared Marvin L. Thorne, Frank W. Stark, Douglas Swenson, Robert Castleman, Ralph Comstock, Terry Delaney, Dennis Gerosin, Dave Hamrick, D. Marc Haws, Lynn Howell, Gary Kluksdal, and Roger Williams, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same on behalf of Meridian Babe Ruth Baseball, Inc.

WITNESS MY SEAL.

Richard D. Heaton
Notary Public - Idaho
Residing at Boise, Idaho
My commission expires: 2/23/88

STATE OF IDAHO

County of Ada

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On this 18th day of December, 1986, before me, a notary public in and for said state, personally appeared Richard D. Heaton, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same on behalf of Meridian Babe Ruth Baseball, Inc.

WITNESS MY SEAL.

Jacqueline D. Shelton
Notary Public - Idaho
Residing at Boise, Idaho
My commission expires: 3/7/87