

NON PROFIT ATHLETIC CLUB

STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF

ALABASTER YOUTH BASEBALL & SOFTBALL ASSOCIATION, INC.

TO THE HONORABLE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA

The undersigned, desiring to form a corporation pursuant to the Alabama Non-Profit Corporation Act and each of whom is over the age of twenty-one (21) years, sign and file this Articles of Incorporation as follows:

1. The name of the Corporation shall be Alabaster Youth Baseball & Softball Association, Inc.

2. The objects and purposes for which the Corporation is formed are:

- (a) To provide an organized and supervised youth baseball/softball program.
- (b) To implant in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence.
- (c) Hold organized contest of competition for youth in the sports of baseball and softball.

3. The Corporation shall have the power, either directly or indirectly either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations of this kind under the Internal Revenue Code and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

4. The general welfare of the association, not individual profit, is the object for which this corporation is organized and the members are not stockholders in the legal sense of the term,

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and no dividend or profit shall be divided among the members. The corporation shall not operate any listing service for its members, or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

5. The Corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any private member or individual. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and assets shall be applied and distributed pursuant to the appropriate provisions of the Internal Revenue Code, and the regulations thereunder as the same now exists or as may be hereafter amended from time to time.

6. The location of the corporation shall be in the City of Alabaster, County of Shelby, State of Alabama.

7. The names and addresses of the Incorporators are as follows:

Frank Smeraglia, President	241 Norwick Forest Drive Alabaster, Alabama
James Altsman, Vice President	116 Forest Parkway Montevallo, Alabama
Kay Jones, Secretary	1639 Caribbean Court Alabaster, Alabama
Cathy Parrott, Treasurer	1033 8th Ave. S.W. Alabaster, AL

8. The number of directors shall be established by the by-laws, but in no event shall such number be less than five (5) nor more than twenty-five (25).

9. The names and addresses of the directors who shall hold office until the first annual meeting of members and until their successors have been elected and qualified are as follows:

Frank Smeraglia	241 Norwick Forest Dr., Alabaster, AL
James Altsman	116 Forest Pkwy, Montevallo, AL
Tim Atkins	632 Olde Towne Lane, Alabaster, AL
Kay Jones	1639 Caribbean Ct, Alabaster, AL
Cathy Parrott	1033 8th Ave. SW, Alabaster, AL
Suzi Mitchell	1036 Henry Dr, Alabaster, AL
Tommy Seales	351 Massey Road, Alabaster, AL
James Jones	117 New Gate Road, Alabaster, AL
Joan Oinos	930 6th Ave. NW, Alabaster AL
Marc Grahovac	20 Eddings Lane, Montevallo, AL

Kevin Berland	1132 Willow Creek Ct., Alabaster, AL
Linda Lawley	131 Hwy 270, Maylene, AL
Phil Oinos	930 6th Ave. NW, Alabaster, AL
Kenny Hill	105 Meadowgreen Dr., Montevallo, AL
D J Pike	23 Eddings Lane, Montevallo, AL
Tony Grillo	2420 Tahiti Lane, Alabaster, AL
Mike Lawley	131 Hwy 270, Maylene, AL
Rick Owens	908 Independence Dr., Alabaster, AL
Ed Neal	14 Monte Tierra Trail, Alabaster, AL
Billy Franklin	715 12th St NW, Alabaster, AL
Mike Lawley	131 Hwy 270, Maylene, AL

10. The name and address of the initial registered agent of the Corporation is Frank Smeraglia, 241 Norwick Forest DR, Alabaster, AL 35007, and the address of the initial registered office of the Corporation is, ALABASTER YOUTH BASEBALL/SOFTBALL, INC., P. O. Box 155, 201 1st Street North, Alabaster City Hall, Alabaster, Alabama 35007.

11. The period for the duration of the Corporation shall be perpetual.

12. The Corporation shall have but one (1) class of members and each member shall have one vote on each matter submitted at a meeting of members.

13. The corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by these Articles of Incorporation. The Board of Directors shall be elected by the members.

In the furtherance and not in limitation of powers conferred by State, the Board of Directors is hereby expressly authorized:

- (a) To adopt, alter, amend and repeal the by-laws of the Corporation.
- (b) To appoint such subordinate officers and agents in addition to the President, Vice President, Secretary and Treasurer, as the purposes of the Corporation may require and to designate the name of such office.
- (c) To accept members upon proper application, the incorporators and directors being members without the necessity of formal application.

The Corporation may, in its by-laws confer upon its Board of Directors, in addition to the foregoing and in addition to the powers and authority expressly conferred upon Directors by statute, such additional powers as are appropriate.

IN WITNESS WHEREOF, the under signed incorporators have hereunto subscribed their names to these Articles of Incorporation on this the 8TH day of FEBRUARY, 1996.

Frank Smeraglia
Frank Smeraglia, President

James Altman
James Altman, Vice President

Kay Jones
Kay Jones, Secretary

Cathy Parrott
Cathy Parrott, Treasurer

STATE OF ALABAMA)

COUNTY OF SHELBY)

Before me, the undersigned a Notary Public in and for said State and County, personally appeared, Frank Smeraglia, James Altsman, Kay Jones and Cathy Parrott, who, each being by me first duly sworn, state that they are the persons named as Incorporators of Alabaster Youth Baseball/Softball Association, Inc. over twenty-one (21) years of age and make this affidavit to comply with the statutes and laws of the State of Alabama relative to the incorporation of a non-profit Corporation Act.

Given under my hand and seal this 8TH day of FEBRUARY.


Notary Public

NOTARY PUBLIC STATE OF ALABAMA
MY COMMISSION EXPIRES 12/31/2004
FEBRUARY 8, 2004

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

ALABASTER YOUTH BASEBALL & SOFTBALL ASSOCIATION, INC.

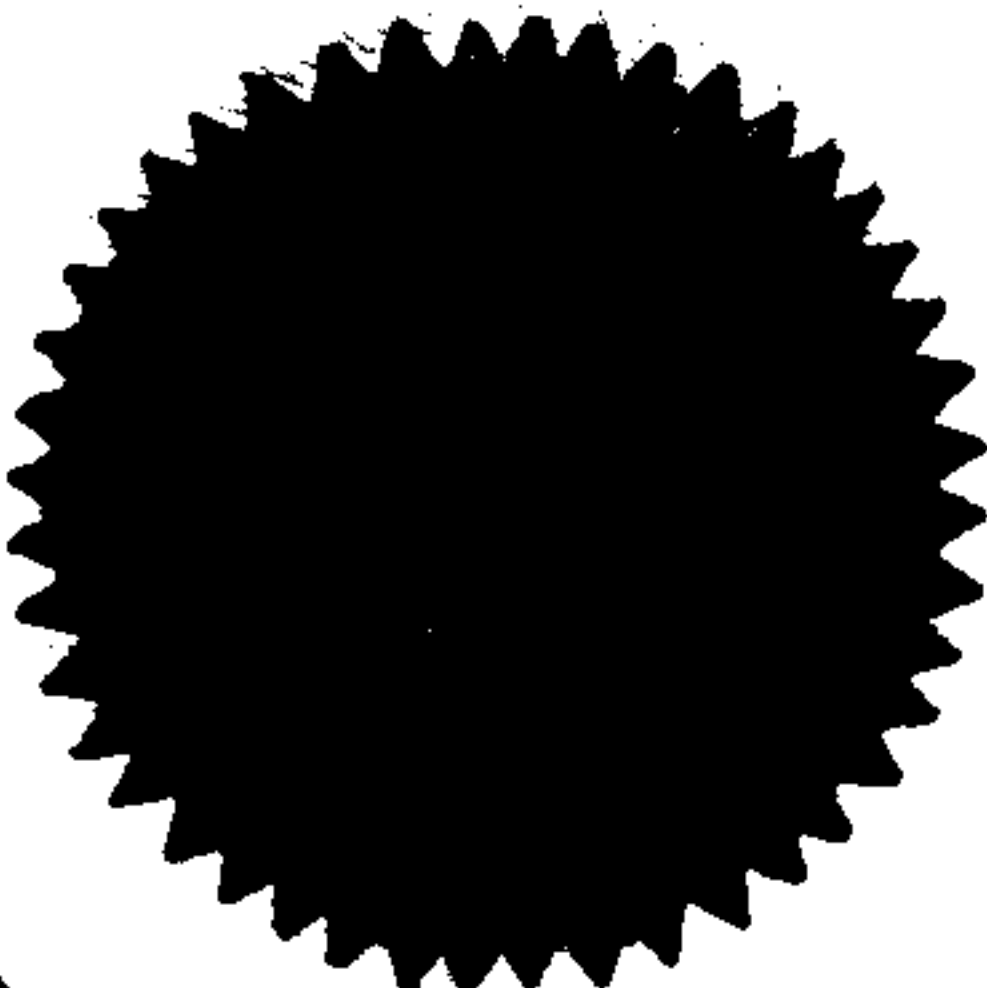
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABASTER YOUTH BASEBALL & SOFTBALL ASSOCIATION, INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of ALABASTER YOUTH BASEBALL & SOFTBALL ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 12th day of FEBRUARY, 19 96.

PATRICIA YEAGER FUHRMEISTER

Judge of Probate



Inst # 1996-04397

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