
ARTICLES OF INCORPORATION
OF
OAK MOUNTAIN YOUTH BASEBALL & SOFTBALL
ASSOCIATION, INC.,
an Alabama Nonprofit Corporation

Inst # 1997-10888
04/08/1997-10888
11:02 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 MCD 50.00

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of Sections 10-3A-1 *et. seq.*, Code of Alabama (1975) as amended (the "Alabama Nonprofit Corporation Act"), the undersigned does hereby make, adopt and file the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as (the "Corporation")) shall be:

Oak Mountain Youth Baseball & Softball
Association, Inc.

ARTICLE II

Duration

The duration and existence of the Corporation shall be perpetual.

ARTICLE III

Purpose

The purposes of the Corporation shall be as follows:

- (a) to develop, promote and administer the games of baseball and softball among youth (boys and girls under nineteen (19) years of age) within the Oak Mountain area of Alabama; and

(b) to offer, regardless of race, color, religion or ability, baseball and softball programs for the pleasure, recreation and competition among all youth (boys and girls under nineteen (19) years of age) within the Oak Mountain area of Alabama.

ARTICLE IV

Board of Directors

4.01 The property, business and affairs of the Corporation shall be managed by a Board of Directors. The number of directors, the qualifications for directors, and the terms each shall serve shall be provided in the By-Laws of the Corporation. The initial Board of Directors shall consist of nineteen (19) directors to serve until the first annual meeting of the Board of Directors. Vacancies in the initial Board of Directors shall be filled by the remaining directors to serve for the unexpired portion of the term related to such vacancy.

4.02 The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Rex Anderson	6120 Double Oak Way Birmingham, Alabama 35242
Don Barnhill	1601 Inverness Lane Birmingham, Alabama 35242
Dixie Bolt	5260 Harvest Ridge Lane Birmingham, Alabama 35242
Mike Brewer	5460 Sunrise Drive Birmingham, Alabama 35242
Jeff Fisher	3612 Cheshire Road Birmingham, Alabama 35242
Morris Ford, Jr.	5354 Harvest Ridge Lane Birmingham, Alabama 35242
Robert Hall	3009 Stonehill Circle Birmingham, Alabama 35242
Leisa Hardin	5433 Woodford Drive Birmingham, Alabama 35242
Jeff Huff	5133 Weatherford Drive

Birmingham, Alabama 35242

<u>Name</u>	<u>Address</u>
Kent Johnson	4349 Heritage View Road Birmingham, Alabama 35242
Dennis Kizziah	4951 Cahaba Valley Trace Birmingham, Alabama 35242
Rob Kyzar	4810 Caldmill Mill Lane Birmingham, Alabama 35242
Lynne Massey	3596 Cumberland Trace Birmingham, Alabama 35242
Sam Mollica	3609 Cheshire Road Birmingham, Alabama 35242
Stan Muse	5230 Broken Bow Lane Birmingham, Alabama 35242
Rex Parvin	2412 Wine Ridge Drive Birmingham, Alabama 35244
Rob Salzer	5516 Surrey Lane Birmingham, Alabama 35242
Dennis Whisenant	2704 Drennen Circle Birmingham, Alabama 35242
Vance Williamson	3041 Brook Highland Drive Birmingham, Alabama 35242

ARTICLE V

Members

The Corporation shall have no members.

ARTICLE VI

By-Laws

The power to adopt, make, alter, and repeal the By-Laws of the Corporation shall be vested in the Board of Directors.

ARTICLE VII

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 2412 Wine Ridge Drive, Birmingham, Alabama 35244. The initial registered agent of the Corporation shall be Rex Parvin, who shall be located at the initial registered office of the Corporation.

ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute the assets of the Corporation as specified in a plan of distribution adopted in accordance with Section 10-3A-142, Code of Alabama, 1975, or the corresponding provision of any subsequent nonprofit corporation statute.

ARTICLE IX

Incorporator

The name and address of the Incorporator of the Corporation is as follows:

Randall D. McClanahan
Balch & Bingham LLP
Post Office Box 306
Birmingham, Alabama 35201

ARTICLE X

Amendment, Fundamental Corporate Change

These Articles may not be amended, nor may the Corporation adopt a plan of merger, consolidation, or dissolution without the affirmative votes of not less than two-thirds (2/3) of the whole Board of Directors. Further, the Corporation may not sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or substantially all of its property without the affirmative votes of not less than two-thirds (2/3) of the whole Board of Directors.

ARTICLE XI

Liability

Pursuant to Section 10-11-1, *et. seq.*, Code of Alabama (1975), all noncompensated officers of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article XII, the term "officer" shall include the Corporation's officers, directors and trustees, and the members of any other governing body of the Corporation.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand on this the 7th day of April, 1997.

Incorporator:

Randall D. McClanahan

Randall D. McClanahan
Incorporator

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that Randall D. McClanahan, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that being informed of the content of the above and foregoing instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 7th day of April, 1997.

Anne-Marie Ellis
My commission expires: 7/29/99

[SEAL]

This Instrument was prepared by:

✓ Randall D. McClanahan
Balch & Bingham LLP
Post Office Box 306
Birmingham, Alabama 35201

State of Alabama

Shelby

County

CERTIFICATE OF Incorporation

OF

Oak Mountain 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 Oak Mountain 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 Oak Mountain 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 8th day of April, 19 97.



Patricia George Schmiedt

Judge of Probate

Inst # 1997-10888

04/08/1997-10888

11:02 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

007 MCD 50.00