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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA)

COUNTY OF SHELBY)

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CAHABA MUDCATS, INC.**

Pursuant to the provisions of the Alabama Nonprofit Corporation Act, the undersigned hereby adopts the following Articles of Amendment.

- (1) The name of the corporation is Cahaba Mudcats, Inc.
- (2) The following amendments were adopted:

Article III as stated in the original Articles of Incorporation filed January 14, 2004 is amended as follows:

**ARTICLE III
PURPOSE(S)**

The purposes for which this Corporation is formed are:

- (a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or

more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Alabama Nonprofit Corporation Act for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) 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, including members, 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, 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 corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) In furtherance of the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article III, the Corporation is organized and will be operated primarily to promote the sport of amateur baseball among Alabama's youth by, among other things, providing physical education, training and development of children (elementary school through high school); conducting clinics to enhance physical skills and strategic knowledge of the game of baseball and to host amateur baseball tournaments and other educational and promotional activities and events pertaining to the sport of baseball.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

Article V as stated in the original Articles of Incorporation filed January 14, 2004 is amended as follows:

ARTICLE V
MEMBERS

Pursuant to § 10-3A-26, Code of Alabama, 1975, the corporation has no members, as set forth in this article.

The Articles of Incorporation filed January 14, 2004 are amended to add Article XII as follows:

ARTICLE XII
LIABILITY

Pursuant to § 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 to gross negligence. For purposes of the foregoing sentence, the term "officer" shall include the Corporation's officers, directors, trustees, and the members of any other governing body of the Corporation.

Pursuant to § 6-5-336, Code of Alabama, 1975, all volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for the Corporation, and (b) the damage or injury was not caused by willful or wanton misconduct by such volunteer. For purposes of the foregoing sentence, the term "volunteer" shall include all persons performing services for the Corporation without compensation (other than reimbursement for actual expenses incurred), and such term shall include any such person serving as a director, officer, trustee, or direct service volunteer.

- (3) There are no members of the corporation. The amendment was adopted unanimously at an April 28, 2006 meeting of the Board of Directors.

Date: 4-28-06

State: ALABAMA

County: SHELBY

James W. Bishop, Jr.
Signature of President

Nancy E. Burke
Signature of Secretary

Before me the undersigned authority in and for said County and State, personally appeared James W. Bishop, Jr. who being by me first duly sworn, doth depose and say that he is the President of Cahaba Mudcats, Inc., an Alabama Corporation, and that the foregoing statements contained in this amendment are true, full and correct.

James W. Bishop, Jr.
Signature of officer above

Subscribed and sworn to before me on this the 28 day of April, 2006, in witness whereof I hereto subscribe my name and affix the seal of my office.

Myra M. Slidewell
Signature of Notary

August 5, 2008
My commission expires



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State of Alabama Shelby County

Certificate of Incorporation Amendment Of

CAHABA MUDCATS, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **CAHABA MUDCATS, 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 her by law, hereby issues this Certificate of Incorporation of **CAHABA MUDCATS, INC.** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 28TH day of APRIL, 2006

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

