

**ARTICLES OF INCORPORATION  
OF  
WES HELMS BASEBALL CAMP, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned incorporator does hereby form a corporation under the Alabama Nonprofit Corporation Act, and does declare:

ARTICLE I

Name/Registered Office

The name of the said corporation shall be "Wes Helms Baseball Camp" (the "Corporation") The street address of the initial registered office is 143 Katy Circle, Birmingham, Alabama 35242. The name of the initial registered agent is Grant LaFollette.

ARTICLE II

Purposes

(1) The purposes for which the Corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational and charitable purposes and to foster a baseball instructional camp, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its Regulations as they now exist or as they may hereafter be amended (the "Regulations").

(2) No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent provided in Section 501(h) of the Code if the election provided for in such section is made), and the Corporation shall not participate or intervene in (including the publication or distribution of



20100707000215710 1/6 \$51.00  
Shelby Cnty Judge of Probate, AL  
07/07/2010 01:36:23 PM FILED/CERT

statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

(3) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and the Regulations, or (ii) by an organization to which contributions are deductible under Section 170(c)(2) of the Code and the Regulations.

(4) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article IV.

### ARTICLE III

#### Powers

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(1) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies, borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant



20100707000215710 2/6 \$51.00  
Shelby Cnty Judge of Probate, AL  
07/07/2010 01:36:23 PM FILED/CERT

or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Code and the Regulations.

(5) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(3) of the Code and the Regulations, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(6) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and the Regulations, and by an organization to which contributions are deductible under Section 170(c)(2) of the Code and Regulations.

#### ARTICLE IV

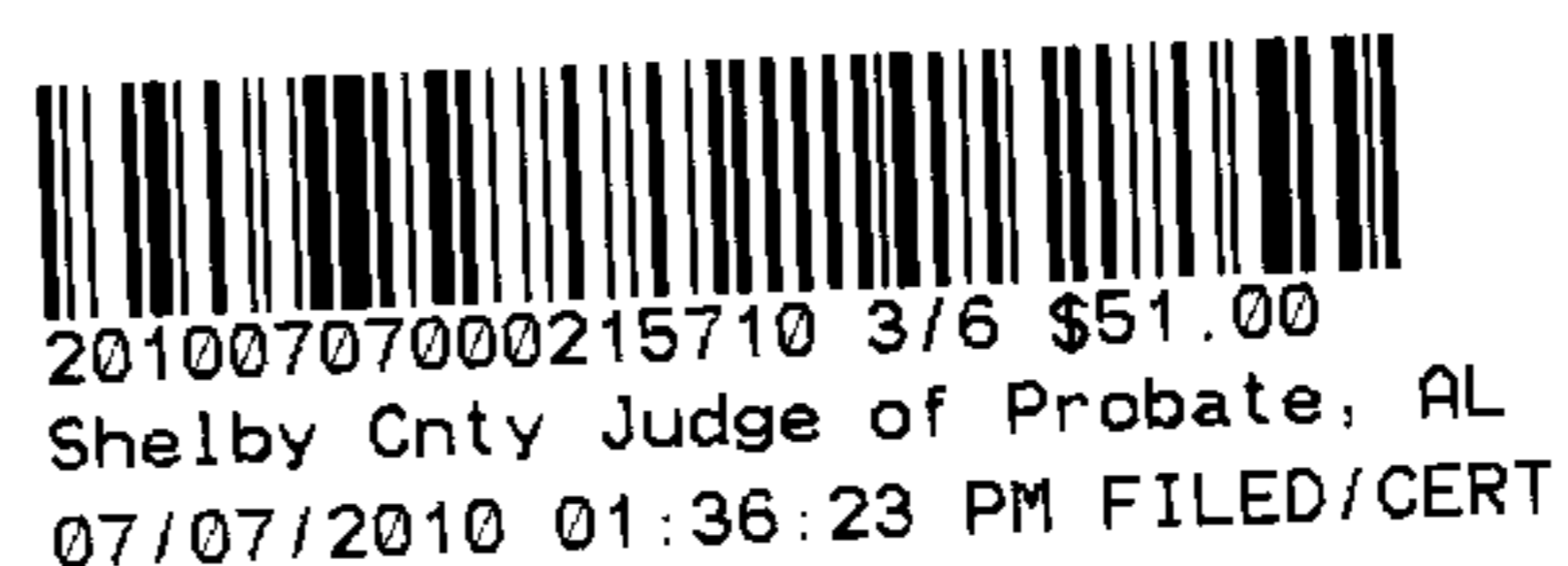
##### Duration

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Regulations.

#### ARTICLE V

##### Members

The Corporation shall have members. The qualifications of members of the Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of



members, shall be as stated in the Bylaws; provided, however, that if the voting, property or other rights or interests, or any of them, be unequal, the Bylaws shall set forth the rule or rules by which the respective voting, property or other rights or interests of each member or class of members are determined.

## ARTICLE VI

### Directors

(1) The corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the corporation, their terms of office, and the method of their selection and removal shall be provided for in, and determined by, the Bylaws.

(2) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws as provided for in, and determined by, the Bylaws.

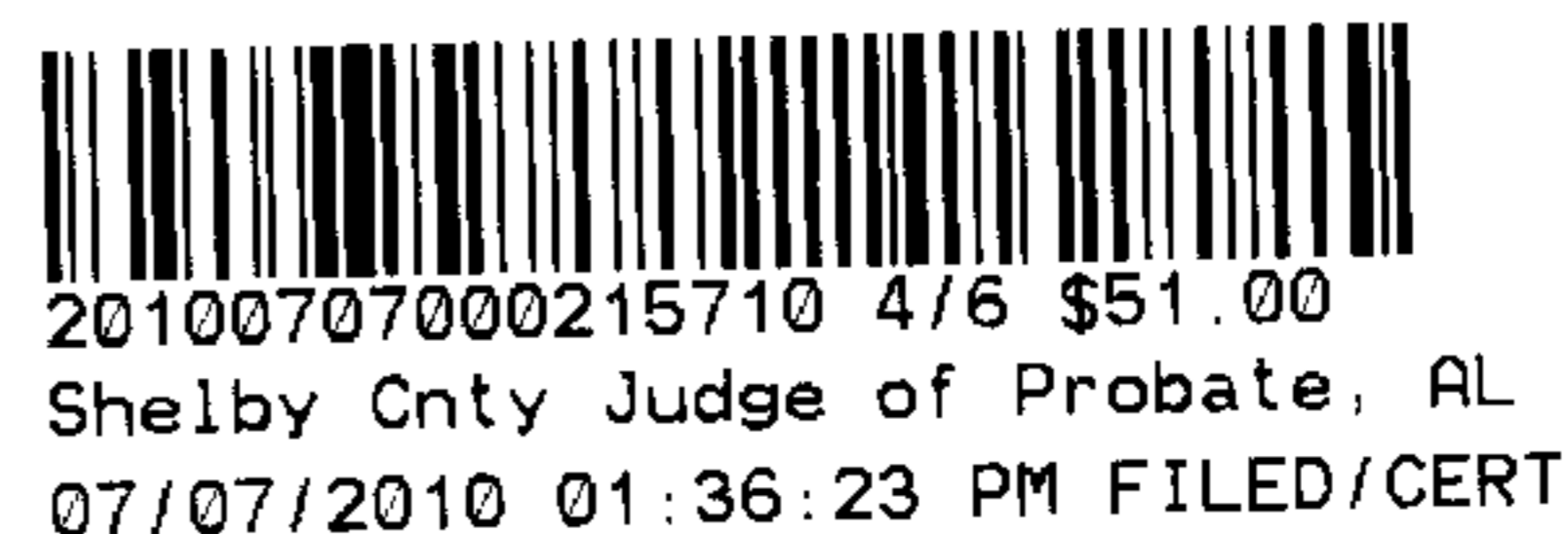
(3) The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

## ARTICLE VII

### Initial Board of Directors


The number of Directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as the initial Directors are as follows:

- (1) Grant LaFollette  
143 Katy Circle  
Birmingham, Alabama 35242
- (2) Wade Pierce  
5164 Weatherford Drive  
Birmingham, Alabama 35242
- (3) Wes Helms  
9314 Bear Creek Road



Sterrett, Alabama 35147

THE UNDERSIGNED being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Act, has executed the foregoing Articles of Incorporation on July 7, 2010



Grant LaFollette

(INCORPORATOR)

I, the undersigned authority, a Notary Public in and for the State of Alabama at Large, hereby certify that Grant LaFollette, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on July 7, 2010.

  
\_\_\_\_\_  
Notary Public

**MY COMMISSION EXPIRES MAY 17, 2011**

My Commission Expires: \_\_\_\_\_

(SEAL)



20100707000215710 5/6 \$51.00  
Shelby Cnty Judge of Probate, AL  
07/07/2010 01:36:23 PM FILED/CERT



20100707000215710 6/6 \$51.00  
Shelby Cnty Judge of Probate, AL  
07/07/2010 01:36:23 PM FILED/CERT

# State of Alabama Shelby County

## Certificate of Corporation

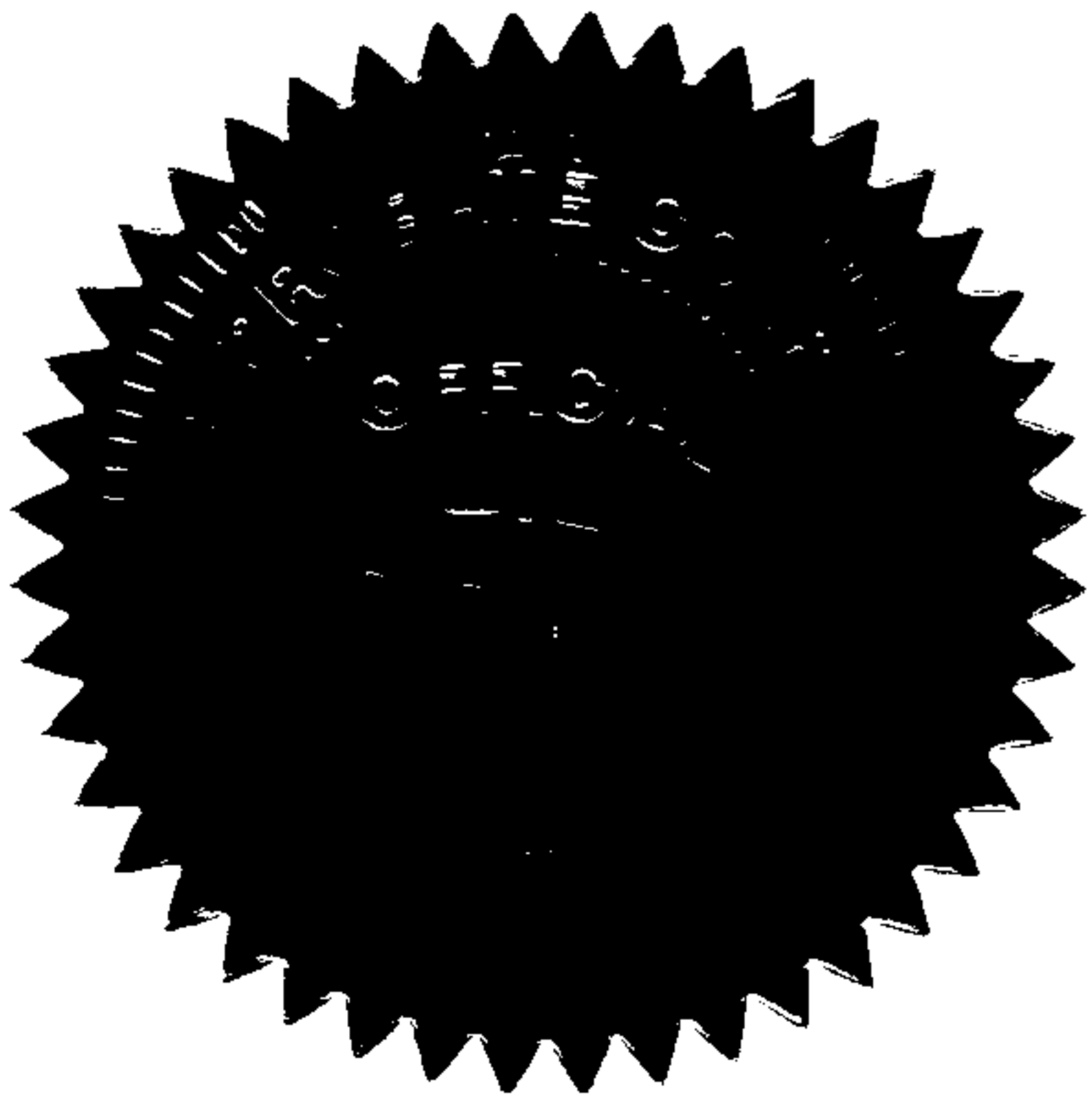
Of

### Wes Helms Baseball Camp Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Wes Helms Baseball Camp 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 Wes Helms Baseball Camp Inc. and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 7th day of July, 2010



James W. Fuhrmeister  
Judge of Probate