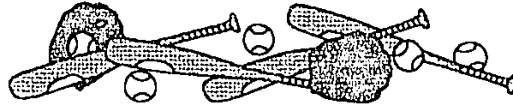


767-079 Perdido Bay Youth Sports Association

P.O. Box 34469
Pensacola, Fl. 32507
(904) 492-6311



ATTACHED ARE THE ARTICLES OF AMENDMENT TO OUR NEW ARTICLES
OF INCORPORATION AND A CHECK FOR THE FEE.

IF YOU HAVE ANY QUESTIONS, PLEASE FEEL FREE TO CONTACT US AT
(904) 492-2705

400001982484--2
-10/22/96--01051-014
*****82.50 *****82.50

~~WAT 82-579~~

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-01/07/97--01168-011
*****5.00 *****5.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 23 AM 9:22

FILED

SH 12/26
Post Articles



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1996

Perdido Bay Youth Sports Association
P.O. Box 34469
Pensacola, FL 32507

SUBJECT: PERDIDO BAY ATHELETICS ASSOCIATION, INC.
Ref. Number: 767079

We have received your document for PERDIDO BAY ATHELETICS ASSOCIATION, INC. and your check(s) totaling \$82.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please submit an additional \$5.00. The filing fee is \$35 and the fee for a certified copy is \$52.50.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please entitle your document Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

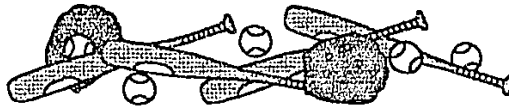
If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00048966

Perdido Bay Youth Sports Association

P.O. Box 34469
Pensacola, Fl. 32507
(904) 492-6311



November 20, 1996

Florida Department of State
Division of Corporations
Attn: Steven Harris
P. O. Box 6327
Tallahassee, Florida 32314

Letter Number: 596A00048966
Ref. Number: 767079

Dear Mr. Harris:

In response to your letter dated October 23, 1996, enclosed you will find an additional check in the amount of \$5.00, the Restated Article of Incorporation, and a corrected computer printout.

The restatement was adopted on 8/23/96 by the board of directors and does not contain any amendments requiring member approval.

If you have any questions, please call (904) 492-2705 or write to the above address.

Sincerely,

A handwritten signature in cursive script that reads "Ann Mooney".

Ann Mooney
Treasurer



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 27, 1996

Perdido Bay Youth Sports Association
P.O. Box 34469
Pensacola, FL 32507

SUBJECT: PERDIDO BAY ATHELETICS ASSOCIATION, INC.
Ref. Number: 767079

We have received your document for PERDIDO BAY ATHELETICS ASSOCIATION, INC. and your check(s) totaling \$82.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your check for \$5. Please resubmit the check along with the corrected document.

You failed to make the correction(s) requested in our previous letter.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 896A00053759

FILED

96 DEC 23 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

Perdido Bay Youth Sports
Association, Inc.
P. O. Box 34469
Pensacola, FL 32507

THE RESTATEMENT WAS ADOPTED ON AUGUST 23, 1996
BY THE BOARD OF THE DIRECTORS AND DOES NOT
CONTAIN ANY AMENDMENTS REQUIRING MEMBER
APPROVALS

Ann H. Mooney
Officer's Signature

12/15/96
Date

Ann H. Mooney
Typed/Printed name

RESTATED ARTICLES OF INCORPORATION
OF
PERDIDO BAY YOUTH SPORTS ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION

FILED
96 DEC 23 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be Perdido Bay Youth Sports Association, Inc.

ARTICLE II

ADDRESS

The place in this state where the principal office of the Corporation is to be located in the City of Pensacola, Escambia County.

The official address is 13705 Sorrento Road, 32507.
The mailing address is P. O. Box 34469, Pensacola, FL 32507.

ARTICLE III

PURPOSE

The purpose in which this organization is organized are: to provide a supervised program under the policies and rules set forth by the Officers and Board of Directors of this Corporation, to teach the children of this community the ideals of good sportsmanship, loyalty, friendship and respect for authority. Officers and members shall bear in mind that the achieving of exceptional athletic skills or the winning of games is secondary and the molding of future citizens is the prime importance.

ARTICLE IV

LIMITATION OF CORPORATION POWERS

The conduct of the corporation will be limited in the following manner: To the Bylaws of the Corporation. The powers of the corporation are to be limited as to the Bylaws of the Corporation. The powers of the officers and directors are to be limited as to the Bylaws of the Corporation.

No part of the earnings of the corporation shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of the opposition to any candidate for public office. Notwithstanding any other provision of these article, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE V

REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation is 1915 Merlin Road, Pensacola, Florida, 32506, and the name of the initial registered agent of this corporation at that address is James E. Mooney.

ARTICLE VI

MEMBERS

The corporation shall have members. Members of the Corporation will be required to meet the following qualification: that they be sympathetic and be in accord with the nature and object of the corporation and desire to further the same by active participation as members of the corporation.

Any person actively interested in furthering the objective of the park may become a regular member upon the payment of the prescribed fees. All parents and/or guardians of the children participating in the activities provided by the

corporation shall be required to be a member of the corporation. Persons shall be admitted into membership of the corporation at the time they register their child to participate in the activities of the corporation at the time they registered their child to participate in said activities of the corporation and by the payment prescribed fees. Members shall maintain a role of membership to qualify voting members. Any new members will have equal voting rights as a member after a period of fifteen (15) days from the date they pay their fees.

ARTICLE VII

DISSOLUTION OF CORPORATION

If upon the necessity for Perdido Bay Youth Sports Association, Inc. should dissolve baring no replacement governing body, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any further federal tax code, or shall be distributed to federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE VIII

OFFICERS

The elected officers of the Perdido Bay Youth Sports Association shall be: a President, a Vice President, a Treasurer, and a Secretary/Secretary Asst.. These officers shall be called the Executive Board. Such officers will be elected tri-annually on the fourth Saturday in June.

The newly elected officers will take office and assume all responsibilities thereof on September 1. The names of the persons who are to serve as officers until the next election of officers under these Articles of Incorporation are as follows:

NAME

ADDRESS

James E. Mooney
President

1915 Merlin Road
Pensacola, Fl 32506

Timothy L. Carney
Vice President

12112 Longwood Drive
Pensacola, Fl 32507

Ann H. Mooney
Treasurer

1915 Merlin Road
Pensacola, Fl 32506

Donna M. Carney
Secretary

12112 Longwood Drive
Pensacola, Fl 32507

Lori Moore
Asst. Secretary

1921 Merlin Road
Pensacola, Florida 32506

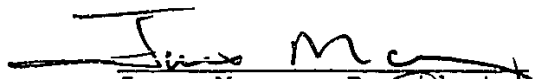
Debbie Whitmire
Team Parents Coordinator

10713 Sawara Drive
Pensacola, Florida 32506

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary, a Treasurer, and the Board of Directors. The Board of Directors are to be appointed during regular ball season starting in January of each year.

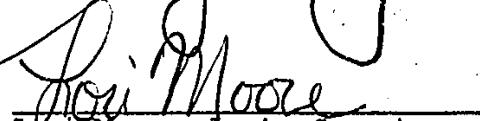
There shall be 13 members of the Board of Directors of the corporation. The President shall serve as Chairman of the Board.

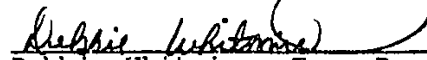
In witness whereof, we have hereunto subscribed our names
this 22nd day of November, 1976.


James Mooney, President


Timothy Carney, Vice President


Donna Carney, Secretary


Lori Moore, Asst. Secretary


Debbie Whitmire, Team Parents Coordinator

Ann Mooney
Ann Mooney, Treasurer

All other Board of Directors are appointed in January of each year during regular baseball and softball season.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared JAMES MOONEY, who is to me well known to be the person named in and who executed the foregoing instrument and who acknowledged that he executed the same freely.

In WITNESS WHEREOF, I have hereunto set my hand and my official seal at Pensacola, in said County and State, this 22 day of November 1996.

Hannah P. Weber
Notary Public

My Commission Expires: Feb 4 2000



STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared TIMOTHY CARNEY, who is to me well known to be the person named in and who executed the foregoing instrument and who acknowledged that he executed the same freely.

In WITNESS WHEREOF, I have hereunto set my hand and my official seal at Pensacola, in said County and State, this 22 day of November, 1996.

Hannah P. Weber
Notary Public

My Commission Expires: Feb 4 2000



STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared
LORI MOORE, who is to me well known to be the person named
in and who executed the foregoing instrument and who
acknowledged that she executed the same freely.

In WITNESS WHEREOF, I have hereunto set my hand and my
official seal at Pensacola, in said County and State, this 22
day of November, 1996.

Hannah P. Weber
Notary Public

My Commission Expires: Feb 4 2000



STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared
DONNA CARNEY, who is to me well known to be the person named
in and who executed the foregoing instrument and who
acknowledged that she executed the same freely.

In WITNESS WHEREOF, I have hereunto set my hand and my
official seal at Pensacola, in said County and State, this 22
day of November, 1996.

Hannah P. Weber
Notary Public

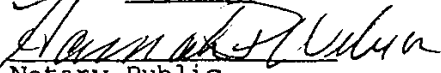
My Commission Expires: Feb 4 2000



STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared ANN MOONEY, who is to me well known to be the person named in and who executed the foregoing instrument and who acknowledged that she executed the same freely.

In WITNESS WHEREOF, I have hereunto set my hand and my official seal at Pensacola, in said County and State, this 22 day of November, 1996.


Notary Public



My Commission Expires: Feb 4 2000

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared DEBBIE WHITMIRE, who is to me well known to be the person named in and who executed the foregoing instrument and who acknowledged that she executed the same freely.

In WITNESS WHEREOF, I have hereunto set my hand and my official seal at Pensacola, in said County and State, this 22 day of November, 1996.


Notary Public



My Commission Expires: Feb 4 2000