

747243

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(Address)

(City/State/Zip/Phone #)

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4/19/17

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Pacific Coast League of Professional Baseball Leagues, Inc.

DOCUMENT NUMBER: 747243

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melanie A Fiore

(Name of Contact Person)

The Pacific Coast League

(Firm/ Company)

One Chisholm Trail, Suite 4200

(Address)

Round Rock, Texas 78681

(City/ State and Zip Code)

melanie@pclbaseball.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melanie A Fiore

512

310-2900

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 1, 2017

MELANIE FIORE
ONE CHISHOLM TRAIL, STE 4200
ROUND ROCK, TX 78681

SUBJECT: THE PACIFIC COAST LEAGUE OF PROFESSIONAL BASEBALL
CLUBS, INC.
Ref. Number: 747243

We have received your document for THE PACIFIC COAST LEAGUE OF PROFESSIONAL BASEBALL CLUBS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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 (850) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 617A00003946



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2017

MELANIE FIORE
ONE CHISHOLM TRAIL, STE 4200
ROUND ROCK, TX 78681

SUBJECT: THE PACIFIC COAST LEAGUE OF PROFESSIONAL BASEBALL
CLUBS, INC.
Ref. Number: 747243

We have received your document for THE PACIFIC COAST LEAGUE OF PROFESSIONAL BASEBALL CLUBS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The new document, "Amended Articles of Incorporation", still states the articles are Amended and Restated. This term must be removed.

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 (850) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 617A00003946

Articles of Amendment
to
Articles of Incorporation
of

The Pacific Coast League of Professional Baseball Clubs, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

747243

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

NA

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable;

NA

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable;

NA

*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: NA

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached, complete Amended Articles of Incorporation.

AMENDED

ARTICLES OF INCORPORATION

OF

**THE PACIFIC COAST LEAGUE OF
PROFESSIONAL BASEBALL CLUBS, INC.**

A FLORIDA CORPORATION NOT FOR PROFIT

These Amended Articles of Incorporation, which did not require member approval pursuant to Article IX of the Corporation's original Articles of Incorporation and Florida law, were approved by the Board of Directors on December 6, 2016.

ARTICLE I.

The name of the Corporation is: THE PACIFIC COAST LEAGUE OF PROFESSIONAL BASEBALL CLUBS, INC.

ARTICLE II.

The principal office of the Corporation is located at One Chisholm Trail, Suite 4200, Round Rock, Texas 78681, and the mailing address of the Corporation is One Chisholm Trail, Suite 4200, Round Rock, Texas 78681.

ARTICLE III.

The purposes for which the Corporation is organized are as follows:

- (a) To perpetuate baseball as an international game and to surround it with such safeguards as to warrant absolute public confidence in its integrity and methods.
- (b) To protect, promote and improve the mutual interest of its member baseball clubs and the baseball players who play for the member clubs.
- (c) To establish and regulate the baseball championship of the Corporation.
- (d) To unite in common organization those professionally engaged in baseball.

(e) To formulate and maintain ethical standards for the guidance of its members in their relations with each other and with the public.

(f) To conduct its affairs so that no substantial part of the activities of the Corporation shall consist of engaging in activities that are not in the furtherance of one or more purposes for which the Corporation is organized; provided, however, that the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under §501(a) and described in §501(c)(6) of the Internal Revenue Code of 1986 and the Treasury Regulations issued thereunder, as the same now exist or as they may be amended hereafter from time to time.

(g) To exercise only such powers as are in furtherance of the exempt purposes of the Corporation as set forth in §501(c)(6) of the Internal Revenue Code of 1986 and the Treasury Regulations issued thereunder, as the same now exist or as they may be amended hereafter from time to time.

(h) To conduct its affairs in a manner so as not to operate for the primary purpose of carrying on an unrelated trade or business as defined in §513 of the Internal Revenue Code of 1986 and the Treasury Regulations issued thereunder, as the same now exist or as they may be amended hereafter from time to time.

(i) To conduct its affairs so that no part of the net earnings of the Corporation inures to the benefit of, or is distributable to, any private individual, member, officer or member of the Board of Directors of the Corporation, 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 its purposes.

(j) To conduct its affairs so that, upon the dissolution or winding up of the Corporation, its remaining assets after payment of, or provision for payment of, all debts and liabilities of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reasons of dissolution), if any, shall be distributed to one or more organizations which engage in activities substantially similar to those of the Corporation and which are at that time qualified for exemption from federal income tax as organizations described under §501(c)(3) or §501(c)(6) of the Internal Revenue Code of 1986 and the Treasury Regulations issued thereunder, as the same now exist or as they may be amended from time to time, or to a government unit within the meaning of §170(b)(1)(A)(v) and §170(c)(1) of the Internal Revenue Code of 1986 and the Treasury Regulations issued thereunder, as the same now exist or as they may be amended from time to time, as the Board of Directors of the Corporation shall determine. Upon dissolution, none of the assets of the Corporation shall be distributed to any member, officer or member of the Board of Directors of the Corporation.

(k) To use and employ all revenue, profit, income, dues and money received by the Corporation for the benefit of the Corporation.

(l) To perform every lawful act and thing necessary and expedient to be done or performed which may be convenient or advantageous for the efficient conduct of the affairs of the Corporation, to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations not for profit organized under Chapter 617 of the Florida Statutes, and to refrain from all acts and activity which are prohibited to corporations not for profit by the provisions of Chapter 617 of the Florida Statutes.

ARTICLE IV.

Members of the Corporation shall consist solely of professional baseball clubs, each club respectively playing in and representing a specific city or geographic area, as shall be elected to membership in the Corporation in accordance with the Constitution and the By-Laws of the Corporation.

Membership of any professional baseball club shall be terminated, suspended or fined in accordance with the Constitution of the Corporation and the By-Laws of the Corporation.

ARTICLE V.

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI.

The business affairs of the Corporation shall be managed by a Board of Directors, which shall consist of a representative from each member club; provided, however, that there must always be at least three (3) directors. The directors shall be appointed in accordance with the method set forth in the Constitution of the Corporation; provided, however, that if such process does not provide the minimum number of directors required, then any remaining unfilled directorship shall be filled by a vote of the members at their annual meeting. In addition, the President shall serve, *ex officio*, as a member of the Board of Directors.

ARTICLE VII.

The Board of Directors of the Corporation shall provide a Constitution and By-Laws for the conduct of the business and the carrying out of the purposes of the Corporation.

ARTICLE VIII.

The Board of Directors of the Corporation may amend or alter the Articles of Incorporation of the Corporation upon the affirmative vote of at least eleven (11) members of the Board of

Directors at the annual meeting of the Board of Directors or by the unanimous written consent of the Board of Directors. It is specifically provided, however, that upon proper notice as determined by the Constitution and the By-Laws of the Corporation, the Articles of Incorporation of the Corporation may be amended or altered by a unanimous vote of the Board of Directors of the Corporation.

ARTICLE IX.

The street address of the registered office of the Corporation and the name of the registered agent at such address are as follows:

Name of Registered Agent

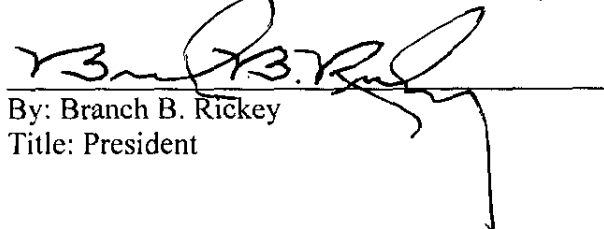
Scott Poley

Street Address of Registered Office

National Association of Professional Baseball
Leagues
9550 16th Street North
Saint Petersburg, FL 33716

IN WITNESS, WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 6th day of December 2016.

**THE PACIFIC COAST LEAGUE OF
PROFESSIONAL BASEBALL CLUBS, INC.**


By: Branch B. Rickey
Title: President

December 6, 2016

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

December 6, 2016

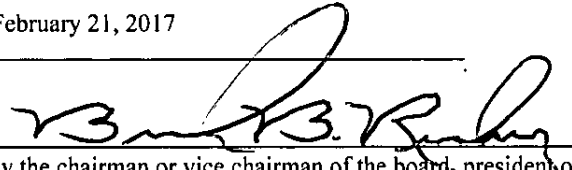
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated February 21, 2017

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Branch B. Rickey

(Typed or printed name of person signing)

President

(Title of person signing)