

N03000000510

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700014080567

03/19/03--01077--002 **43.75

FILED
03 APR 16 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*N03000000510
Amended
Audrey
7/2/04*

**FRASER TREBILCOCK DAVIS & DUNLAP, P.C.
LAWYERS**

PETER L. DUNLAP⁺
DOUGLAS J. AUSTIN
ROBERT W. STOCKER II
MICHAEL E. CAVANAUGH
JOHN J. LOOSE
DAVID E.S. MARVIN⁺
STEPHEN L. BURLINGAME
DARRELL A. LINDMAN
IRIS K. LINDER
GARY C. ROGERS
MARK A. BUSH
MICHAEL H. PERRY
BRANDON W. ZUK
DAVID D. WADDELL
MICHAEL C. LEVINE
THOMAS J. WATERS
MARK R. FOX⁺
MICHAEL S. ASHTON

H. KIRBY ALBRIGHT
GRAHAM K. CRABTREE
MICHAEL P. DONNELLY
DAVID M. PLATT⁺
EDWARD J. CASTELLANI⁺
NAN ELIZABETH CASEY
PETER D. HOUK⁺
JONATHAN E. RAVEN
CHRISTOPHER R. ROYCE
SCOTT D. STONER
ELIZABETH H. LATCHANA
HEATHER S. MEINGAST
THADDEUS E. MORGAN
BRIAN P. MORLEY
BRETT A. GROSSMAN
JOHN D. MILLER
AMY S. BRUGAM

1000 MICHIGAN NATIONAL TOWER
124 WEST ALLEGAN STREET
LANSING, MICHIGAN 48933
TELEPHONE (517) 482-5600
FACSIMILE (517) 482-0887
WEBSITE www.fraserlawfirm.com

DETROIT OFFICE
TELEPHONE (313) 237-7300

ARCHIE C. FRASER
(1902-1998)
EVERETT R. TREBILCOCK
(1918-2002)

OF COUNSEL
JAMES R. DAVIS
DONALD A. HINES
RONALD R. PENTECOST

⁺RETIRED CIRCUIT JUDGE
⁺ALSO LICENSED IN FLORIDA
⁺ALSO LICENSED IN COLORADO
⁺ALSO LICENSED IN DISTRICT OF COLUMBIA
⁺ALSO CERTIFIED PUBLIC ACCOUNTANT

March 18, 2003

E-mail: jmiller@fraserlawfirm.com
DID: 517-377-0879

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Filing Articles of Amendment

Dear Sir or Madame:

Enclosed please find the Amended Articles of Incorporation for American Women's Baseball League, Inc. Included is our check in the amount of \$43.75 (\$35.00 for the filing fee and \$8.75 for certified copies of the amendment).

If you have any questions, please feel free to contact me.

Thank you for your assistance in this matter.

Very truly yours,

FRASER TREBILCOCK DAVIS & DUNLAP, P.C.



John D. Miller

JDM/mpr
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 28, 2003

JOHN D. MILLER
124 WEST ALLEGAN STREET
LANSING, MI 48933

SUBJECT: AMERICAN WOMEN'S BASEBALL LEAGUE, INC.
Ref. Number: N03000000510

We have received your document for AMERICAN WOMEN'S BASEBALL LEAGUE, 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):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 703A00018916

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

American Women's Baseball League, Inc.

(present name)

N03000000510

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

See Attached Materials

FILED
03 APR 16 AM 10:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: March 13, 2003

THIRD: Adoption of Amendment (CHECK ONE)

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

See Page 3 of Attached materials

Signature of Chairman, Vice Chairman, President or other officer

Jeri Baldwin

Typed or printed name

Incorporator

Title

March 13, 2003

Date

**AMENDED ARTICLES OF INCORPORATION
AMERICAN WOMEN'S BASEBALL LEAGUE, INC.**

Article I

The Name of the corporation is:

American Women's Baseball League, Inc

Article II

The principal place of business address is:

6411 NE 217th Place
Citra, FL 32113

The mailing address of the corporation is:

6411 NE 217th Place
Citra, FL 32113

Article III

The specific purpose for which this corporation is organized is:

The corporation is an organization created to receive and administer funds and pay them over to organizations that are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") and to receive and administer funds for the purposes listed below. The purposes for which the corporation is organized is as follows:

- (a) To foster national and international amateur sports competition.
- (b) To promote, advance and sponsor women's amateur baseball, both nationally and internationally.
- (c) To promote youth activities in women's baseball and related recreational activities.
- (d) To hold baseball training camps for female players and coaches to educate and train them for women's baseball competitions and to develop the individual capabilities of players.
- (e) To hold regional, national, and international amateur women's baseball competitions.
- (f) To organize clubs whose main purpose is the promotion and advancement of women's amateur baseball.
- (g) To establish a standardized set of rules and field dimensions for use in amateur women's baseball competitions.
- (h) To otherwise act as a charitable, scientific, or educational organization as defined under Section 501(c)(3) of the Code.
- (i) To assist other public foundations and public charities for charitable purposes as defined by Section 501(c)(3) of the Code including contributions to such entities.

The corporation shall not engage in the following activities:

- (a) Any activity not in furtherance of its charitable purpose.
- (b) Any attempt to influence legislation by propaganda or otherwise.
- (c) Any participation or intervention in any political campaign on behalf of or in opposition to any candidate for public office or ballot proposition.

Article IV

The manner in which directors are elected or appointed is:

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by a majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

Article V

The name and Florida street address of the registered agent is:

Jeri Baldwin
6411 NE 217th Place
Citra, FL 32113

Article VI

The name and address of the incorporator is:

Jeri Baldwin
6411 NE 217th Place
Citra, FL 32113

Article VII

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue stock.

Article VIII

The net earnings of the corporation shall be devoted exclusively to its purposes. The corporation, including all activities incident to its operation, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a nonprofit corporation organized under the laws of the State of Florida pursuant to Chapter 617 of the Florida Statutes, by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or comparable provisions of subsequent legislation, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or comparable provisions of subsequent legislation. The corporation's net earnings shall not inure to the benefit of its members, directors, officers and employees, or any other person or entity, except

that the corporation may pay reasonable compensation for services rendered and may pay fair value for property purchased from any source. The corporation shall not directly or indirectly participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office.

Article IX

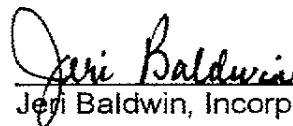
Upon dissolution of the corporation, no member, director, officer, employee or any other person or entity shall be entitled to receive its remaining money or property, except that the balance of all the money and other property of the corporation, after payment of all debts and obligations of the corporation, shall be distributed to any organization of similar purpose which is exempt from taxation under Section 501(c)(3) of the Code, as determined by the directors of the corporation.

Article X

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Code. It is also intended that the corporation act as a "qualified amateur sports organization" under Section 501(j) of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

In, witness, the undersigned incorporator has signed these amended articles of

incorporation on this 13th day of MARCH, 2003.



Jeri Baldwin, Incorporator