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DIVISION OF REVENUE

WOT-341801
WOB-3139

1 SMITH FEB 10 2003

1 SMITH DEC 12 2002

HARRISON, RIVARD & ZIMMERMAN

CHARTERED
ATTORNEYS AND COUNSELORS AT LAW

420 W. BEACH DRIVE 32401
POST OFFICE BOX 12 32402
PANAMA CITY, FLORIDA
(850) 769-7714 • Fax (850) 769-7715

January 28, 2003

Tracy Smith, New Filings
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Bay High School Girls Softball Booster Club, Inc.

Dear Ms. Smith:

Enclosed are corrected Articles of Incorporation for the above-referenced corporation. Please forward the certified copies to my attention.

Should you have any questions, please let me know.

Very truly yours,



Cecelia Anderson
Legal Assistant to
William G. Harrison, Jr.



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 3, 2003

HARRISON, RIVARD & ZIMMERMAN
420 W BEACH DR
PANAMA CITY, FL 32401

SUBJECT: BAY HIGH SCHOOL GIRLS SOFTBALL BOOSTER CLUB, INC.
Ref. Number: W03000003139

We have received your document for BAY HIGH SCHOOL GIRLS SOFTBALL BOOSTER CLUB, INC. and your check(s) totaling \$78.75. 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.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

WE NEED TO KNOW HOW THE DIRECTORS ARE ELECTED NOT THE OFFICERS.

Please return the original and one copy of 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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 403A00007135

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 10 AM 11:38

RECEIVED

**ARTICLES OF INCORPORATION
OF
BAY HIGH SCHOOL GIRLS SOFTBALL BOOSTER CLUB, INC.**

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation not for profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of this corporation is BAY HIGH SCHOOL GIRLS SOFTBALL BOOSTER CLUB, INC.

ARTICLE II – PURPOSES AND POWERS

1. The principal place of business and mailing address of this corporation shall be 6001 Jammie Road, Youngstown, Florida 32466. This corporation is organized and incorporated for the purpose of supporting and promoting the Bay High School (Panama City, Florida) Girls' softball program.
2. The corporation shall have such powers as are provided under Florida law pursuant to Chapter 617, Florida Statutes, for corporations not for profit.
3. No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual, and the corporation shall make no distribution of income to its members or officers.
4. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB 10 PM 1:28

5. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by the following:

a. a corporation exempt from Federal Income Tax under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or;

b. a corporation, contributions to which are deductible under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – DURATION

1. This corporation shall have perpetual existence and shall commence on filing of these articles.

2. In the event of dissolution of the corporation, the officers, after paying or making provisions for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as exempt organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the officers shall determine. Any such asset not so disposed of shall be disposed of by the Circuit Court 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 the court shall determine, which are organized and operated for such purposes.

ARTICLE IV MEMBERSHIP

Any person, firm, corporation, partnership or other business entity interested in the support and promotion of Bay High School Girls' softball is eligible for membership in this corporation.

ARTICLE V - INCORPORATORS AND SUBSCRIBERS AND DIRECTORS

This Corporation shall have three directors initially. The names of the initial directors are: Gregory T. Hunsicker, Ed Snipes and Elisa Hunsicker. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three. The name and address of the director signing these Articles on behalf of this Corporation is:

Gregory T. Hunsicker
6001 Jammie Road
Youngstown, Florida 32466

ARTICLE VI- POWERS

All corporate powers shall be exercised by or under the authority of; and the affairs of the corporation shall be managed by the officers, without a board of directors.

ARTICLE VII OFFICERS

The officers of this corporation shall be as follows: President, Vice President, Secretary, and Treasurer. Such officers shall be elected by the membership at their annual meeting. The names and addresses of the officers who are to serve until the first election by the membership are:

President: Gregory T. Hunsicker

Vice President: Ed Snipes

Secretary: Elisa Hunsicker

Treasurer: Carl Keene

ARTICLES VIII – BY-LAWS

The by-laws of this corporation may be made, altered, amended, or rescinded by two-thirds (2/3) of the members present and voting at a meeting duly called for such purposes.

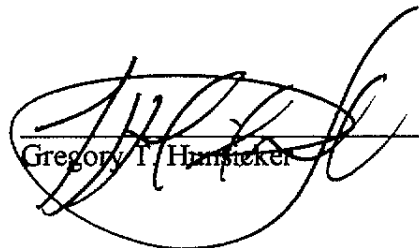
ARTICLE IX – AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any member, and such proposed amendments shall be adopted on the affirmative vote of three-fourths (3/4) of the members present and voting at a meeting duly called for such purpose.

ARTICLE X – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 420 W. Beach Drive, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at this address is William G. Harrison, Jr.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24 day of January, 2003.

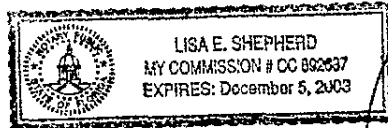


Gregory T. Hunsicker

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 24 day of January, 2003,
by Gregory T. Hunsicker, who is personally known to me.

FLDL H522-298-58-0950

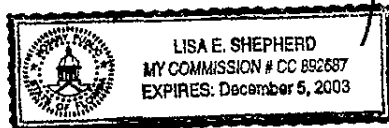


[Signature]
Notary Public
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON NOW WHOM PROCESS MAY BE SERVED FOR
BAY HIGH SCHOOL GIRLS SOFTBALL BOOSTER CLUB, INC.**

BAY HIGH SCHOOL GIRLS SOFTBALL BOOSTER CLUB, INC., desiring to
organize and qualify under the laws of the State of Florida, has named William G. Harrison, Jr.,
located at 420 W. Beach Drive, Panama City, Florida 32401, as its agent to accept service of
process within Florida.

DATED this 24 day of January, 2003.



[Signature]
Gregory T. Hunsicker, President

FLDL

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT FOR
BAY HIGH SCHOOL GIRLS SOFTBALL BOOSTER CLUB, INC.**

The undersigned hereby accepts the designation by BAY HIGH SCHOOL GIRLS
SOFTBALL BOOSTER CLUB, INC., as its registered agent pursuant to Chapter 607, Florida
Statutes.

DATED this 28th day of January, 2003.

[Signature]
WILLIAM G. HARRISON, JR.

The foregoing acceptance was acknowledged before me this 28th day of

January 2003, by William G. Harrison, Jr., who is personally known to me.



Cecelia Anderson
MY COMMISSION # CC875728 EXPIRES
November 8, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

Cecelia Anderson

Notary Public

My Commission Expires:

03 FEB 10 PM 1:28
DIVISION OF CORPORATIONS