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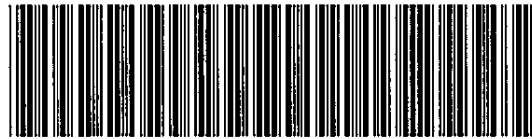
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 21, 2016

WILLIE J SCALES
DAYTONA BATS INC
405 N WILLOW AVE
PORT ORANGE, FL 32127

SUBJECT: DAYTONA BATS INC.
Ref. Number: N15000004080

We have received your document for DAYTONA BATS 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):

Bylaws are not filed with this office. Please retain them for your records.

RETITLE YOUR ATTACHMENT TO STATE "AMENDED AND RESTATED ARTICLES"

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.

Cathy A Carrothers
Regulatory Specialist

Letter Number: 816A00015267

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Daytona Bats, Inc. _____

DOCUMENT NUMBER: N15000004080 _____

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

Please return all correspondence concerning this matter to the following:

Willie J. Scales

(Name of Contact Person)

Daytona Bats, Inc.

(Firm/ Company)

405 N. Willow Avenue

(Address)

Port Orange, FL 32127

(City/ State and Zip Code)

wscales@brighthouse.com

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

For further information concerning this matter, please call:

Willie J. Scales

386

341-8104

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:

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| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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

"AMENDED AND RESTATED ARTICLES"

DAYTONA BATS BEEP BASEBALL

ADOPTED: 2015
AMENDED: 2016

ARTICLE I: NAME

The name of this organization is Daytona Bats, Inc., hereinafter referred to as Daytona Bats. It is affiliated with the National Beep Baseball Association, abbreviated NBBA.

These Bylaws constitute the code of rules adopted by the Daytona Bats for the regulation and management of its affairs.

ARTICLE II: PURPOSES AND RULES

SECTION 1. Purposes - Daytona Bats Beep Baseball is organized exclusively for charitable, recreational, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501c3 of the Internal Revenue Service code, or corresponding section of any future federal tax code. The general purposes of the Daytona Bats are to promote: awareness of the abilities of people who are visually impaired or blind, both by themselves as well as the general public; to promote awareness of the sport of Beep Baseball, other sports and leisure activities in the greater Daytona Beach area and the state of Florida; to use the sport of Beep Baseball as a tool to enrich the lives of people who are visually impaired or blind, their families and friends.

The Daytona Bats will: Improve the general community through a program which assists, promotes, encourages and develops an amateur beep baseball program throughout the greater Daytona Beach area, the State of Florida and The United States of America; Elevate the ability of blind and visually impaired individuals to perform recreational and competitive athletics; Promote fellowship in our community, invite, encourage and support the participation of both sighted and non-sighted individuals towards that goal; cooperate with both public and private agencies in the development and promotion of amateur athletic programs for the Blind and Visually Impaired; Provide for the free exchange of ideas, opinions and information relative to amateur athletics for people who have disabilities through the use of mailings, newsletters and other forms of media; establish such operations and/or special funds, including but not limited to permanent endowment funds to finance one or more beep baseball teams and programs within the meaning and limitation of Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. RULES - The following rules shall bind the Daytona Bats and all persons acting for or in behalf of the corporation:

SECTION 2.1. No part of the net earnings of the Daytona Bats shall inure to the benefit of, or be distributable to its members, Officers/Directors, or other private persons, except that the Daytona Bats shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth

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TALLAHASSEE, FLORIDA

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herein. No substantial part of the activities of the Daytona Bats shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Daytona Bats shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these bylaws, the Daytona Bats shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 2.2. Upon the dissolution of the Daytona Bats, the Board of Directors shall, after the paying or making provision for the payment of all liabilities of the Corporation, 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, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Officers/Board of Directors shall determine. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

SECTION 2.3. The Daytona Bats shall not adopt any practice, policy or procedure which would result in discrimination on the basis of age, creed, national origin, race, religion, disability or gender.

ARTICLE III: OFFICES

The Daytona Bats shall maintain in the State of Florida a registered office and a registered agent at such office.

ARTICLE IV: MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS. The Daytona Bats shall have two classes of voting members, members at large and roster members.

SECTION 1.1 MEMBERS AT LARGE. Any person with good moral character and a good reputation in the community, an interest in Beep Baseball, that agrees to be bound by these bylaws and the other rules of the Daytona Bats, has agreed to commit to support the Corporation by attending sponsored functions and assisting in such events, and has been sponsored by a current member in good standing, may apply

for membership at large of the Daytona Bats by applying to the Board of Directors and paying the required dues. The Board of Directors reserves the right to revoke or refuse to renew the membership of any individual who in the Board's discretion has not met these qualifications. The Board of Directors, in its sole discretion, may waive the requirement that a prospective member may not be affiliated with another beep baseball team. Membership as a Member at Large grants the member all rights and privileges of membership, including the right to speak and vote at meetings of members, and to run for and hold office.

SECTION 1.2 ROSTER MEMBERS. Roster members shall be those members who actually participate in Beep Baseball games on the field and shall be further classified as Players, Manager, Coaches, Pitchers, Catchers, and Spotters. All Roster members shall have the same rights and privileges as Members at Large. In addition, Roster Members will be granted the privilege, at the discretion of the Board of Directors and team captain, of participating on the field in beep baseball games. No Roster Member may have any other affiliation with any other beep baseball team unless approved by the Board of Directors.

SECTION 1.3 PLAYERS. A majority of roster players must be legally blind or otherwise visually impaired. During a game or match, active players, other than the pitcher, catcher and spotters, are to be blindfolded. Only Players shall vote for the Board position of Team Captain.

SECTION 1.4 HONORARY MEMBERS. The Board of Directors may establish other classes of honorary-nonvoting members, such as members of the Daytona Bats Fan Club, and may establish rights of and qualifications for such nonvoting memberships without amendment to these bylaws.

SECTION 2. VOTING RIGHTS. Each voting member in good standing shall be entitled to one (1) vote on each matter required to be submitted to a vote of the members and for electing officers/directors. Members shall not have the right to vote on amendments to these bylaws, the Articles of Incorporation, a merger, consolidation, or dissolution of the Daytona Bats or a sale or exchange of all or substantially all of the property or assets of the Corporation, those rights being expressly reserved to the Board of Directors.

SECTION 3. DUES. The annual dues for each category of membership of the Daytona Bats shall be determined by the Board of Directors.

SECTION 3.1 DELINQUENCY. Members who fail to pay their dues within thirty (30) days from the due date shall be notified by the Board of Directors, and if payment is not made within the next succeeding thirty (30) days, shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

SECTION 3.2 REFUNDS. No dues will be refunded.

SECTION 4. TRANSFER OF MEMBERSHIP. Membership in the Daytona Bats is not transferable or assignable.

SECTION 5. REGULAR MEETINGS. A regular annual meeting of the voting members shall be held as determined by the Board of Directors. The Secretary shall cause written notice of such meeting to be delivered, , not less than five (5) nor more than sixty (60) days prior to such meeting, to every member in good standing as of the date of the notice at his or her address as it appears in the membership records of the Daytona Bats. The notice shall state the time and place for such meeting.

SECTION 6. SPECIAL MEETINGS. Special meetings of the voting members may be called by or at the request of the President, the Board of Directors or two-thirds (2/3) of the voting members. The person or persons authorized to call special meetings of the members may fix any place for holding any special meeting of the members called by them.

SECTION 7. NOTICE OF SPECIAL MEETING. Written notice of any special meeting of the voting members shall be given at least five (5) days but no more than sixty (60) days previously thereto, either personally or by written notice delivered, to each voting member at his or her address as shown by the records of the Daytona Bats. However, in the case of a special meeting for the purpose of the removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, notice of the meeting shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the voting members need be specified in the Notice or Waiver of Notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 8. QUORUM. A majority of the voting members shall constitute a quorum for the transaction of business at any meeting of the voting members.

SECTION 9. MANNER OF ACTING. The act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

SECTION 10. ATTENDANCE BY TELEPHONE. Members may participate in any meeting by telephone or other similar communications equipment. Such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, ELECTION, TERMS. The number of Directors shall be four (4).

2.1 Elected Directors. The following Officers/directors are elected by the entire membership: the President, Vice President, Secretary and Treasurer.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held as determined by the Board of Directors. The Board of Directors may provide the time and place for the holding of additional regular meetings of the Board.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or at least two (2) of the Board members.

SECTION 5. NOTICE OF SPECIAL MEETING. Notice of any special meeting of the Board of Directors shall be given at least five (5) days and no more than sixty (60) days, either personally or by written notice to each Director at his or her address as shown by the records of the Corporation.

SECTION 6. QUORUM. A majority of the Board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

SECTION 8. ATTENDANCE BY TELEPHONE. Directors may participate in any meeting through the use of a telephone, computer or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

SECTION 9. RESIGNATION and removal: Any director may resign at any time by written notice of such resignation to the Board of Directors, or the President and Secretary of the Corporation; provided however, if such resignation would cause the number of Directors to be less than three, such resignation shall not be effective until a successor Director is elected. Any Director elected by the voting members may be removed from office by affirmative vote of the Voting Members holding at least 2/3 of the votes at any meeting at which such action may be taken provided the written notice for such meeting provides that one of the purposes of the meeting was the removal of the specified Director and is delivered to the Voting Members not less than twenty (20) nor more than sixty (60) days prior to the meeting.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors, A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor's in office.

SECTION 11. COMPENSATION. The Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be allowed for each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE VI: OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. Vacancies may be filled by the Board at any meeting of the Board of Directors from

candidates submitted by the President. Each officer shall hold office until his or her successor has been chosen or until his or her death, resignation or removal.

SECTION 3. REMOVAL. Any officer may be removed from office pursuant to Article V, Section 9 of these Bylaws.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the Daytona Bats. The President shall be in charge of the business and affairs of the Corporation; shall see that directives of the Board of Directors are carried out; and, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. With agreement of the Treasurer, the President may spend up to three hundred dollars (\$300.00) without prior approval of the Board. The President shall preside at meetings of the Board of Directors and other general membership meetings. The President may execute any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed. If the office of President becomes vacant, the Vice President shall assume the office until the next regular or special election is held.

SECTION 5. Vice President. The Vice President shall:

5.1. Assist with Fundraising to raise adequate resources to carry out the activities of the Daytona Bats;

5.2. Help with managing the team of Roster members, including securing practice fields, inventorying game related equipment, charging balls, scheduling practices, player discipline, purchase of team equipment, as well as repair, storage and distribution of the equipment.

5.3. Coordinate a Team Handbook setting forth rules of behavior for the Roster Members.

5.4. Coordinating travel arrangements, including transportation, Hotel reservations, room assignments, departure times and locations, etc.

5.5. Perform duties as requested by the President and/or Board of Directors;

5.6. Develop and disseminate publicity and public relations materials.

SECTION 6. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Daytona Bats. The Treasurer shall:

6.1. Have charge of and be responsible for the maintenance of adequate books of account for the Corporation;

6.2. In conjunction with the President, have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof;

6.3. Be the chair of the Budget and Finance Committee charged with recommending the annual budget to the Board of Directors;

6.4. File, or cause to be filed, all financial and tax reports required by law; and

6.5. Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board

of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 7. SECRETARY. The Secretary shall record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; shall maintain a roster of all players/volunteers for voter certification with the NBBA, and shall chair the Membership Committee and perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President or by the Board of Directors.

ARTICLE VII: COMMITTEES

SECTION 1. POWERS OF COMMITTEES. This Corporation may have certain committees, each of which will consist of at least one (1) Director and other members, to advise the Board of Directors.

SECTION 2. CREATION OF COMMITTEES. The Board of Directors may establish one or more committees to perform research and make recommendations to the Board of Directors of the Corporation.

SECTION 3. TERM OF OFFICE. Each member of a Committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his or her successor is appointed, or unless such member be removed from such committee.

SECTION 4. CHAIRPERSON. One member of each Committee shall be appointed Chairperson.

SECTION 7. VACANCIES. Vacancies in the membership of any Committee may be filled by appointments.

SECTION 5. QUORUM. A majority of a Committee shall constitute a quorum to do business.

SECTION 6. RULES. Each Committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII: ELECTIONS

SECTION 1. NOMINATIONS. The President shall appoint a Nominating Committee at or before the Board meeting in June. The Nominating Committee will develop a slate of candidates to be presented to the membership for a vote. All members in good standing may submit nominations for elected positions. The Nominating Committee will confirm that each nominee is qualified, willing and able to run for the position they are nominated for and place all qualified candidates on the ballot. If, after nominations are closed but before the election meeting, any nominee is unable to serve or otherwise withdraws from consideration, the Nominating Committee may submit a replacement candidate.

The election of officers and Board members will take place at the 3rd quarter Bi-Annual membership meeting in even numbered years. All candidates for office shall be given time to state their reasons for seeking office. The election shall be by secret ballot. If there is no opposition to the slate of candidates, then, a voice vote may be taken.

SECTION 2. MEMBERSHIP COMMITTEE. The President shall appoint a Membership Committee in order to obtain a certified voting roster of those members in good standing to be available prior to each special or regular membership meeting.

SECTION 3. VOTING. Elected Officers shall be elected by the membership and take office immediately. The candidate receiving the highest number of votes in each election shall be elected.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Daytona Bats and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Daytona Bats, shall be signed by such officer or officers, agent or agents of the Corporation. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a Vice President of the Corporation.

SECTION 3. SPENDING LIMITS. Approval of the President and Treasurer is necessary to spend up to three hundred dollars (\$300.00) without prior approval of the entire Board.

SECTION 4. DEPOSITS. All funds of the Daytona Bats shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

SECTION 5. GIFTS. The Board of Directors may accept on behalf of the Daytona Bats, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X: BOOKS AND RECORDS

The Daytona Bats shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XII: NOT FOR PROFIT OPERATIONS

No part of the income of this Corporation will be distributed to its Directors or officers, however, the Corporation may pay compensation in reasonable amounts to its officers for services actually rendered.

ARTICLE XIII: LOANS TO MANAGEMENT

The Daytona Bats will make no loans to any of its Directors or officers.

ARTICLE XIV: Conflict of Interest

SECTION 1. No contract or transaction between the Corporation and one or more of its officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Officers have a financial interest, shall be void or voidable solely for this reason, or solely because the interested officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, if:

- a. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested members of the Directors, even though the disinterested members of the Directors be less than a quorum; or
- b. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract or transaction but may not be counted when the Board of Directors takes action on the contract or transaction.

SECTION 2. In a proceeding contesting the validity of a contract or transaction described in Section 1 of this Article, the person asserting validity has the burden of proving fairness unless the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum.

SECTION 3. Any contract or transaction between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors are directors, or have a financial interest, which is an act of self-dealing between a disqualified person and a private foundation under Section 4941 of the Code, an "excess benefit transaction" under Section 4958 of the Code or the corresponding provision of any future United States Internal Revenue Laws shall be void and beyond the authority of the Corporation.

ARTICLE XV: PARLIAMENTARY AUTHORITY

For all meetings of the Corporation, unless otherwise specified in these Bylaws, the Articles of Incorporation or law, the parliamentary authority for the conduct of such meetings shall be the latest version of Roberts Rules of Order.

ARTICLE XVI: AMENDMENTS

The Bylaws of the Daytona Bats may be made, altered, amended or repealed from time to time by a vote of three (3) Officers/Directors. The Bylaws may not contain any provisions for the regulation and management of the affairs of the Corporation not consistent with the law or the Articles of Incorporation.

ARTICLE XVII: DISSOLUTION

- A. Dissolution of Daytona Bats Beep Baseball requires a unanimous vote of the Board of Directors.
- B. Upon dissolution of Daytona Bats Beep Baseball, all assets, after payment of financial obligations, may be transferred to the National Beep Baseball Association or another organization of or for the blind as designated.

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

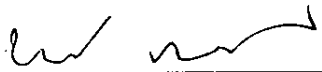
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 6/27/16 _____

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)

Willie J. Scales

(Typed or printed name of person signing)

President

(Title of person signing)