

**DARWICK, BLAKISTON
& WISNIESKI, P.A.**

NP 600005085

Florida Department of State
Division of Corporations
PO Box 63-27
Tallahassee, FL 32314

200001961462
-10/01/96--01143--005
****122.50 ****122.50

Re: Amateur Umpire Development, Inc.

Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced not-for-profit corporation, along with a check in the amount of \$122.50 for filing and certified copy fees.

Please file the Articles at your earliest convenience, and provide us with a certified copy of them.
Please contact us if you have any questions.

Very truly yours,



Henry Y. Blakiston

HYB:ms

NP

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96 SEP 30 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/3

HAAS BUILDING SUITE 600
1001 N. U.S. HIGHWAY ONE
JUPITER FLORIDA 33477
LOCAL 561/747-2772
VERO TO BOCA 561/930-2772
FAX 561/747-0094

ARTICLES OF INCORPORATION
OF
AMATEUR UMPIRE DEVELOPMENT, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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The undersigned, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
Name of Corporation

The name of this Corporation shall be Amateur Umpire Development, Inc. (hereinafter the "Corporation"). The principal office will be 4060 Cinnamon Tree Circle, Jensen Beach, FL 34957 and the mailing address will be P.O. Box 2223, Jensen Beach, FL 34958.

ARTICLE II
Purposes

The purposes for which this Corporation is organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE III
Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV
Membership

This Corporation shall have no members.

ARTICLE V
Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 4060 Cinnamon Tree Circle, Jensen Beach, FL 34957, and the name of the initial registered agent of this Corporation is Glenn T. Kelly.

ARTICLE VII
Board of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation are:

Glenn T. Kelly	4060 Cinnamon Tree Circle Jensen Beach, FL 34957
William T. Wilcox	2210 Hastings Road, #111 Belmont, CA 94002
Henry Y. Blakiston	Darwick, Blakiston & Wisneski, P.A. 1001 N. U.S. Highway One, Suite 600 Jupiter, FL 33477

ARTICLE VIII
Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE IX
Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the directors then in office.

ARTICLE X
Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue Law of the United States, or to the federal, or a state, or a local government for exclusively public purposes.

ARTICLE XI
Incorporator

The name and address of the incorporator of this Corporation is:

Glenn T. Kelly	4060 Cinnamon Tree Circle Jensen Beach, FL 34957
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 27 day of September, 1996.


Glenn T. Kelly

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, having been named to accept service of process for Amateur Umpire Development, Inc. at the place designated in the certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.


Glenn T. Kelly

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