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J. D. WINGARD, JR.
(OF COUNSEL)

March 16, 1998


Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee FL 32314

RE: CHOCTAWHATCHEE DUGOUT CLUB, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 to cover the cost of filing fees, a certified copy and Registered Agent Designation. Once filed, please forward the certified copy to this office at the address indicated above. If you are in need of further information feel free to contact me. Thank you for your assistance.

Sincerely yours,

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Sharon J. Borden
Secretary to H. Bart Fleet

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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D. BROWN MAR 20 1998

ARTICLES OF INCORPORATION
OF
CHOCTAWHATCHEE DUGOUT CLUB, INC.
A Non-Profit corporation

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ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be CHOCTAWHATCHEE DUGOUT CLUB, INC., and its location shall be 16 N.W. Chelsea Drive, City of Fort Walton Beach, County of Okaloosa, State of Florida, 32547.

ARTICLE II - PURPOSES

The purpose for which this corporation is organized is for the promotion of high school baseball in the State of Florida. Said corporation is organized to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and which such organizations exist exclusively for charitable, religious and educational purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in this state is 16 N.W. Chelsea Drive, Fort Walton Beach, FL, 32547. The initial registered agent at said registered office is Andy Snaith.

ARTICLE V - INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Linda D. Blair	45 3rd Avenue Shalimar FL 32579

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The names and addresses of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Andy Snaith	16 N.W. Chelsea Drive Fort Walton Beach FL 32547
Linda D. Blair	45 3rd Avenue Shalimar FL 3579
Dennis W. Chapman	714 Mary Avenue Fort Walton Beach FL 32547

The manner in which the Directors are elected may be as stated in the By-Laws.

ARTICLE VII - MEMBERS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws. The corporation shall be a nonstock corporation, and no dividends of pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida law.

ARTICLE IX - TAX MATTERS

(1) The corporation is authorized to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for nonprofit purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto as such section and regulations now exist or as they may hereafter be amended.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of

the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provision or any subsequent federal tax laws.

(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

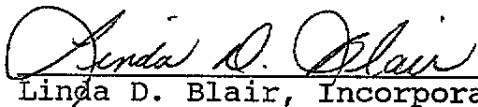
(8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto as such section and regulations now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 and said Regulations as they now exist or as they may hereafter be amended.

(9) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE X - GENERAL OFFICERS


The general officers of the corporation shall be the president, vice-president, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

IN WITNESS WHEREOF, I have hereunto subscribed my name this
4th day of March, 1998.


Linda D. Blair, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

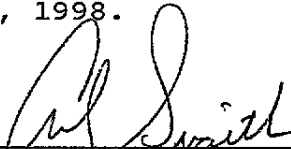
The foregoing instrument was acknowledged before me this 4th day of March, 1998, by LINDA D. BLAIR, who is personally known to me.


Notary Public
My Commission expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, ANDY SNAITH, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on March 4, 1998.



Registered Agent

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SECRETARY OF STATE
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