

ARTICLES OF INCORPORATION
OF
BABE RUTH LEAGUES OF VIRGINIA, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

ARTICLE I

The name of this voluntary, non-profit organization, shall be Babe Ruth Leagues of Virginia, Inc.

ARTICLE II

The purpose of this organization is to sponsor, promote, develop, operate and encourage participation in organized baseball and softball programs for youths (boys and girls) four (4) to eighteen (18) year old age group and to endeavor to implant in such youths the ideals of good sportsmanship, honesty, loyalty, courage, and respect and otherwise combat juvenile delinquency by any appropriate means.

ARTICLE III

The members of the corporation and voting rights shall be defined in the Corporation Bylaws. Officers of the corporation shall be members of the corporation and shall be in such number fixed in the Bylaws but in no event less than three (3). No person shall be entitled to more than one vote.

ARTICLE IV

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, and no part of the net earnings of the corporation shall inure to the benefit of any officer, commissioner, private shareholder, individual, or member. The corporation shall not, nor shall anyone on its behalf, engage in carrying on propaganda or otherwise attempt to influence legislation, or participate or intervene (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

The following provisions are inserted for the regulation of the internal affairs of the corporation:

A. Bylaws of the corporation may be adopted, altered, or amended only upon approval of at least two thirds (2/3rds) of the members present at a regular or special meeting of the members. No proposed Bylaw shall be acted upon unless the has been presented in writing to the entire membership at least fifteen (15) days prior to the meeting at which such proposed Bylaw amendment or alteration is to be considered.

B. In the event of the dissolution of the corporation, all of its properties, not needed for the Payment of its debts and, shall be transferred and conveyed to anyone or more of the

following organizations, and to no others, in such proportions as the Board of Directors in its discretion shall determine -- a corporation, community chest fund or foundation created or organized under the laws of the United States or any State thereof, and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI

The post office address of the registered office is 4201 Annandale Road, Annandale, Virginia 22003. The name of the city in which the registered office is located is the City of Annandale, Virginia. The name of its registered agent is Albert I. Kassabian, who is a resident of Virginia and a member of the Virginia State Bar and whose business office is the same as the registered office of the corporation.

ARTICLE VII

The number of directors constituting the initial board of directors is ten (10), and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Edward D. Vernes	4108 Main Street, Alexandria, Virginia 22309
Thomas H. Spence	P.O. Box. 494, Clifton Forge, Virginia 22442
James H. Steele, Sr.	19 Rodes Avenue, Sandston, Virginia 23150
Wilson B. Newell	201 Starmont Avenue, Danville, Virginia 25451
Everett W. Bagel	P.O. Box 872, Grafton, Virginia 23490
John F. Morano, Jr.	20 Longstreet Avenue, Highland Springs, Virginia 23490
Robert B. Deaton	8 Bat Street, Clifton Forge, Virginia 24422
Jack M. Gillium	511 Commerce Street, Front Royal, Virginia 22630
James W. Scott	P.O. Box 242, Fairfax, Virginia 22030
James J. Walters	9203 Brian Drive, Vienna, Virginia 22180

April 7, 1967 /s/A. Russell Beazley, Jr.
 /s/George E. Haw, Jr.
 /s/George E. Haw

STATE OF VIRGINIA: CITY OF RICHMOND, to-wit:

I, Aline Sadler Ownby, a Notary Public in and for the City and State aforementioned, do hereby certify that A, Russell Beasley, Jr., George E. Haw, Jr., and George E. Haw, whose names are signed to the foregoing Articles of Incorporation dated April 7, 1967, have each acknowledged the same before me in my City and State aforesaid.

Given under my hand this 7th day of April 1967.

My commission expires: /s/ Aline Sadler Ownby, Notary Public.

Modifications: April 1967; November 1986; March 2005; March 2007

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

April 23, 2007

ALBERT I. KASSABIAN
4201 ANNANDALE ROAD
ANNANDALE, VA 22003

RE: BABE RUTH LEAGUES OF VIRGINIA, INC.
ID: 0111733 - 2
DCN: 07-04-04-0006

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing the following with this office:
articles of amendment

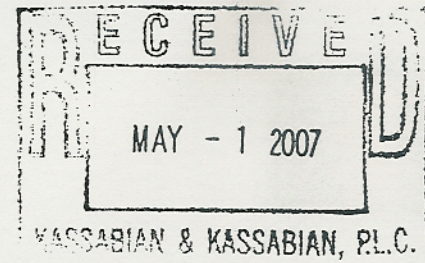
The effective date of the certificate of amendment is April 23, 2007.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck
Clerk of the Commission



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