

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 02N BUSINESS CODE 04

Close _____ Stock _____ Nonstock X

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTED

| | | |
|----------------------------|-------|------------|
| Base Fee: | _____ | <u>100</u> |
| Org. & Cap. Fee: | _____ | <u>20</u> |
| Expedite Fee: | _____ | <u>70</u> |
| Penalty: | _____ | |
| State Recordation Tax: | _____ | |
| State Transfer Tax: | _____ | |
| <u>1</u> Certified Copies | _____ | |
| Copy Fee: | _____ | <u>24</u> |
| Certificates | _____ | |
| Certificate of Status Fee: | _____ | |
| Personal Property Filings: | _____ | |
| Mail Processing Fee: | _____ | <u>30</u> |
| Other: | _____ | |
| TOTAL FEES: | _____ | <u>264</u> |

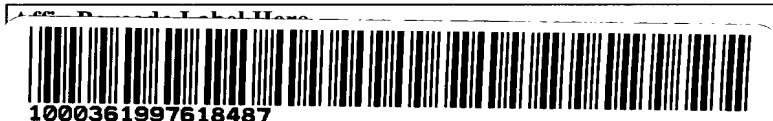
Credit Card _____ Check X Cash _____

_____ Documents on _____ Checks

Approved By: 4

Keyed By: _____

COMMENT(S):



ID # D12913174 ACK # 1000361997618487
PAGES: 0004
ROCKVILLE BASEBALL ASSOCIATION, INC.

02/13/2009 AT 01:04 P WO # 0001683350

New Name _____

| | |
|-------|--|
| _____ | Change of Name |
| _____ | Change of Principal Office |
| _____ | Change of Resident Agent |
| _____ | Change of Resident Agent Address |
| _____ | Resignation of Resident Agent |
| _____ | Designation of Resident Agent and Resident Agent's Address |
| _____ | Change of Business Code |
| _____ | Adoption of Assumed Name |
| _____ | _____ |
| _____ | Other Change(s) |
| _____ | _____ |

Code _____

Attention: _____

Mail: Name and Address
Richard O'Conner
103 N. Adams St.
Rockville, MD 20850

CERTIFIED COPY

Stamp Work Order and Customer Number HERE

CUST ID: 0002240312
WORK ORDER: 0001683350
DATE: 02-13-2009 01:04 PM
AMT. PAID: \$528.00

ARTICLES OF INCORPORATION

OF

ROCKVILLE BASEBALL ASSOCIATION, INC.

(a Non-profit Corporation)

THIS IS TO CERTIFY:

FIRST: The undersigned, Brian Timmons, whose post office address is 7600 Dew Wood Drive Derwood, Maryland 20855, being at least twenty-one (21) years of age, does hereby form a corporation under, and by virtue of, the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (hereinafter called "the Corporation") is:

ROCKVILLE BASEBALL ASSOCIATION, INC.

(a Non-profit Corporation)

THIRD: The Corporation shall be a non-stock Corporation as authorized by Title 5 of Corporations and Business Associations Article of the Maryland Code. The Corporation shall not be authorized to issue capital stock.

FOURTH: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or any foreign country or countries, or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

(a) To engage in any or all lawful business for which non-profit corporations may be organized under the Maryland General Corporation Law.

(b) To organize and operate a non-profit baseball league in the City of Rockville, Maryland and surrounding areas.

(c) The corporation is organized exclusively as a non-profit organization as outlined in Paragraphs 9-12.

FIFTH: The post office address of the principal office of the Corporation in this State is 7600 Dew Wood Drive, Derwood, Maryland 20850. The resident agent of the Corporation is Brian Timmons, whose post office address is 7600 Dew Wood Drive, Derwood, Maryland 20855.

CUST ID:0002240312
WORK ORDER:0001683350
DATE:02-13-2009 01:04 PM
AMT. PAID:\$528.00

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation. The names of the directors who shall serve until the first meeting or until their successors are duly chosen and qualified are:

Brian Timmons 7600 Dew Wood Drive
Derwood, MD 20855

P. Daniel Ricketts 13204 Dumbarton Drive
Rockville, MD 20853

Brad Botwin 15704 Kenswha Court
Rockville, MD 20855

SEVENTH: In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized.

To make, alter and repeal the By-Laws of the Corporation.

To determine who shall be authorized to sign, on behalf of the Corporation, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such a manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit; from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation shall be open to inspection and have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

EIGHTH: The directors above noted and any directors thereafter shall nominate and elect their successors. The general officers of the Corporation shall be President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. Their duties shall be listed in Bylaws adopted by the Board of Directors. There are no special provisions made for the regulation of the Corporations internal affairs.

NINTH: Said Corporation is organized exclusively for charitable and educational purposes. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the IRS Code. The Corporation will not engage in any act of self dealing as defined in Section 4941(d) of the IRS Code or any future Code. Further, the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the IRS Code, and the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

TENTH: The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

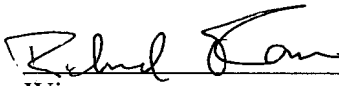
ELEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or any other persons, except the Corporation shall be authorized to pay reasonable compensation for services and salaries. No substantial part of the Corporation's activities shall be carrying on of propaganda or influencing legislation, or assisting in any political campaign in excess of the provisions of the IRS Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted under A) Section 501(c)(3) of the IRS Code and b) Section 170(c)(2) of the IRS Code.

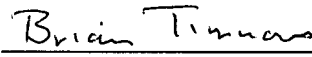
TWELFTH: Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes under Section 501(c)(3) of the IRS Code, or shall be distributed to the Federal Government, state, or local government, for public purposes. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction 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 said Court shall determine which are organized and operated exclusively for such purposes.

THIRTEENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 12th day of February, 2009.



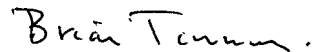
Witness



Brian Timmons

I hereby consent to my designation in this document as resident agent for this corporation.

Signature of Resident Agent:



Brian Timmons