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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**FILED**

OCT 10 2007

**NON-PROFIT CORPORATION**

By AMF

9:27

**ARTICLES OF INCORPORATION**

11-39026

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Ocean State Youth Baseball Foundation, Inc.

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:  
Please see attached.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

5. The address of the initial registered office of the corporation is 222 Jefferson Boulevard, Suite 200  
(Street Address, not P.O. Box)
- Warwick, RI 02888, and the name of its initial registered agent at such  
(City/Town) (Zip Code)
- address is National Registered Agents, Inc.  
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3  
(not less than three directors)  
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Kenneth J. Lombardi	84 Samoset Avenue, Providence, RI 02908
Ruth Lombardi	45 Fairgreen Dr., West Warwick, RI 02893
Donna Lucia	340 Sharon St., Providence, RI 02908

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Tamar Baloshian	c/o LegalZoom.com, Inc., 7083 Hollywood Blvd., Suite 180, Los Angeles, CA 90028

8. Date when corporate existence is to begin \_\_\_\_\_  
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: **October 10, 2007**

Signature of each Incorporator

**Attachment to**  
**Articles of Incorporation of**  
**Ocean State Youth Baseball Foundation, Inc.**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. This Corporation shall be a nonprofit corporation. The specific purposes for which this corporation is organized are: *to inspire the family that is Rhode Island in supporting local community youth baseball programs and organizations.*

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a 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 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

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation 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 in these articles.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.