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DEC 23 2013

S.D. SEC. OF STATE

Filed this 23rd day of Dec 2013
John J. Jant
SECRETARY OF STATE

ARTICLES OF INCORPORATION
DOMESTIC NONPROFIT CORPORATION
OF
WEST CENTRAL BASEBALL ASSOCIATION, INC.

Executed by the undersigned for the purpose of forming a South Dakota Corporation under SDCL Ch. 47-22 of the South Dakota Business Nonprofit Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be West Central Baseball Association, Inc. The address of the principal office of the Corporation is 904 Nordic Circle, Hartford, South Dakota 57033.

ARTICLE II

TIME

The time for which this corporation is organized is not limited, but it shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized are as follows:

1. To provide a baseball program for the promoting, funding, educating, and enriching of youth in Hartford, Humboldt and the surrounding communities as a charitable, public service oriented organization as is required by 501(c)(3). Said purpose is also to provide the youth with the opportunity to gain an understanding of the rules and concepts of the game of baseball, to acquire and promote baseball skills, and to play the game of baseball in an atmosphere that promotes good sportsmanship and respect for teammates, opponents, coaches, game officials and the game of baseball itself.

2. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 or corresponding section of any future federal tax code.
3. To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures, and obligations and evidences of indebtedness of all kinds, without limit as to amount, and to secure the same by mortgage, security interest, or pledge of corporate property or otherwise, provided the same be permitted by law.
4. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the laws of the State of South Dakota.
5. To purchase or otherwise acquire and to hold, create security interests in, pledge, sell, exchange or otherwise dispose of securities, including stock, bonds, debentures, notes, mortgages, or other obligations created or issued by any persons, firms, associations, corporations or governments or subdivisions thereof and to make payment therefor in any lawful manner and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof and to purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own shares and its own debt obligations.
6. The foregoing clauses shall be construed as both purposes and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.
7. In effectuating the above-stated purposes, the corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized pursuant to the South Dakota Business Corporation Act, found at South Dakota Codified Laws, Chapters 47-2 through 47-9A, as long as it does not affect the status of the corporation as a 501(c)(3) nonprofit, charitable organization.

8. The corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized pursuant to the South Dakota Business Corporation Act.

ARTICLE IV

MEMBERS

The corporation shall have one class of members, as provided in the Bylaws. There are no specific qualifications or rights of the members in the class.

ARTICLE V

MANAGEMENT

The affairs of the corporation shall be managed by its Board of Directors, whose number shall be no more than fifteen nor less than three as provided in the Bylaws. The Board of Directors shall have power to adopt and amend the Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the corporation shall be nine, and the persons who are to serve as the Board of Directors, together with their addresses, are as follows:

Bryan Skinner	500 Erin Circle, Hartford, SD 57033
Mark Sebert	405 Ironwood Drive, Hartford, SD 57033
Charles J. Hanisch	46241 261 st Street, Hartford, SD 57033
Mike Mutziger	904 Nordic Circle, Hartford, SD 57033
Matthew Gabbert	400 Erin Circle, Hartford, SD 57033
Tom Sebert	46488 258 th Street, Hartford, SD 57033
Richard C. Warrington	46210 Weis Circle, Hartford, SD 57033
Mark Rockafellow	624 Cressman Trail, Hartford, SD 57033
Jay M. Jira	46123 Highway 38, Hartford, SD 57033

**ARTICLE VII
REGISTERED AGENT**

The address of the registered office is P.O. Box 117, 304 West Hwy 38, Suite 130, Hartford, South Dakota 57033. The name of the registered agent at said address is Robin M. Eich.

**ARTICLE VIII
INCORPORATORS**

Three or more incorporators are required by law. The names and addresses of the incorporators are:

Bryan Skinner	500 Erin Circle, Hartford, SD 57033
Mark Sebert	405 Ironwood Drive, Hartford, SD 57033
Charles J. Hanisch	46241 261 st Street, Hartford, SD 57033
Mike Mutziger	904 Nordic Circle, Hartford, SD 57033
Matthew Gabbert	400 Erin Circle, Hartford, SD 57033
Tom Sebert	46488 258 th Street, Hartford, SD 57033
Richard C. Warrington	46210 Weis Circle, Hartford, SD 57033
Mark Rockafellow	624 Cressman Trail, Hartford, SD 57033
Jay M. Jira	46123 Highway 38, Hartford, SD 57033

**ARTICLE IX
AMENDMENTS OF ARTICLES**

The Board of Directors may amend these Articles in the manner authorized by law at the time of amendment.

**ARTICLE X
EARNINGS**

No part of the net earnings of the corporation shall insure to the benefit of or be distributable to any director or officer of the corporation or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and can make payments and distributions in furtherance of its purpose as set forth in

these Articles of Incorporation. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation organized and operated exclusively for exempt purposes within the meaning of the Internal Revenue Code.

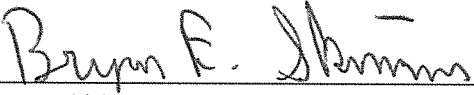
ARTICLE XI TERMINATION, DISSOLUTION, WINDING UP

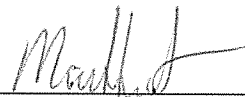
In the event of termination, dissolution, or winding up of the corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of the assets in such manner or to such organizations(s) organized and operated exclusively for charitable , educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) as the officers shall determine.

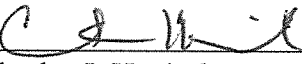
ARTICLE XII LIABILITY OF DIRECTORS

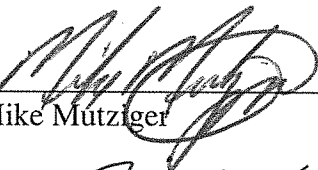
The directors of this corporation shall not be liable, personally, for monetary damages for breach of duty as a director, except for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for which the director derived an improper personal benefit. Further, the corporation shall have the power to indemnify the directors, officers, agents, and employees, if any of the corporation as provided by South Dakota Codified Law. Further, the corporations shall have the power to purchase and maintain liability insurance.

Executed in duplicate this 19th day of December, 2013.

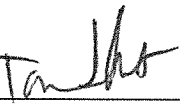

Bryan Skinner

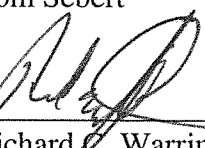

Mark Sebert


Charles J. Hanisch

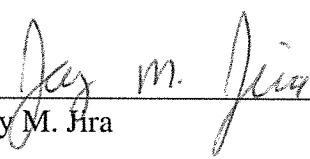

Mike Mützlger


Matthew Gabbert


Tom Sebert


Richard C. Warrington

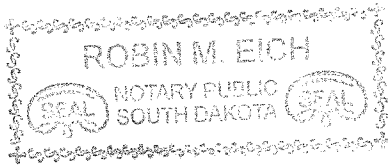

Mark Rockafellow

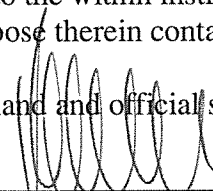

Jay M. Jira

STATE OF SOUTH DAKOTA)
:SS
COUNTY OF MINNEHAHA)

On this, the 10th day of December, 2013, before me, the undersigned officers, personally appeared Bryan Skinner, Mark Sebert, Charles J. Hanisch, Mike Mutziger, Matthew Gabbert, Tom Sebert, Richard C. Warrington, and Jay M. Jira, known to me or satisfactorily proven to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



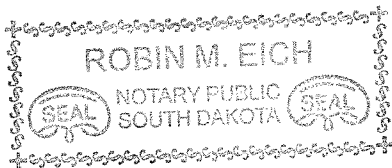


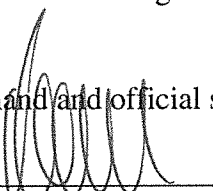
Notary Public – South Dakota
My Commission Expires: 12/28/16

STATE OF SOUTH DAKOTA)
:SS
COUNTY OF MINNEHAHA)

On this, the 11th day of December, 2013, before me, the undersigned officers, personally appeared Mark Rockafellow, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



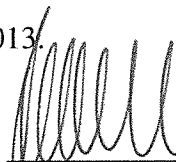


Notary Public – South Dakota
My Commission Expires: 12/28/16

CONSENT OF REGISTERED AGENT

I, Robin M. Eich, named as registered agent of West Central Baseball Association, Inc., hereby consent to appointment to that office.

Dated this 19th day of December, 2013.



Robin M. Eich, Registered Agent