

**WEST CENTRAL BASEBALL ASSOCIATION, INC.
MINUTES OF FIRST MEETING
OF BOARD OF DIRECTORS**

January 23, 2014

MINUTES OF THE MEETING

We, the undersigned, constituting the initial Directors of West Central Baseball Association, Inc., (hereinafter referred to as "Corporation") a non-profit corporation organized under the laws of the State of South Dakota, do hereby severally waive notice of the time, place and purpose of the first meeting of Directors of said corporation called by a majority of the Incorporators, and consent that the meeting be held at this time and place, and we do further consent to the transaction of any and all business that may properly come before the meeting.

The organization meeting of the Corporation was held at Hartford, South Dakota, pursuant to a call of the majority of the Incorporators of the incorporation and waiver of notice by all of the Directors of the corporation.

A majority of the initial directors named in the Articles of Incorporation constituting the initial Board of Directors were present. A total of fifty-eight people from the board and community were personally present.

Mike Mutziger was chosen Chairman of the meeting.

Pursuant to South Dakota Codified Laws 47-22-31, the undersigned, being all of the initial directors of the Corporation as of January 23, 2014 hereby take the following actions with regard to the business and affairs of the Corporation:

1. APPROVAL OF INCORPORATORS ACTION.

We approve, ratify and adopt the actions taken by the incorporators of the Corporation including the filing of the Articles of Incorporation with the South Dakota Secretary of State on December 23, 2013. Upon receipt of a certified copy of the Articles of Incorporation, the Secretary of the Corporation is directed to insert said copy in the Corporation's record book.

2. BYLAWS.

Discussion was held in regards to the Bylaws but it was determined to draft the Bylaws after the new Board of Directors and officers are nominated and elected.

3. ELECTION OF OFFICERS.

A motion was made nominating individuals to serve. After discussion, a vote was taken and the officer positions were announced. The following persons are hereby elected to the offices opposite their names, to hold such offices until the first annual meeting of the Board of

Directors and until their successors are elected and qualified, or until their resignation or removal:

President:	Mike Mutziger
Vice President:	Rob Lind
Secretary:	Charles J. Hanisch
Treasurer:	Rhonda Garry Travis

4. ELECTION OF DIRECTORS.

A motion was made nominating individuals to serve on the Board of Directors in addition to the officers listed above also serving on the Board. A motion was made to have three at large board members serving for terms to be determined by the seven member board. Nominations were made, votes were taken and tallied. The following persons are hereby elected to the board of directors: Matthew Gabbert, Heath Siemonsma, and Bryan Skinner. These will serve in addition to Mike Mutziger, Rob Lind, Charles J. Hanisch, and Rhonda Garry Travis for a term to be set forth by the seven member board in the Bylaws.

5. CORPORATE SEAL.

A corporate seal may be adopted as the seal of the Corporation and the Secretary is instructed to press the same upon the margin of these Minutes of the First Meeting of the Board of Directors adjacent to the inscription of this resolution.

(SEAL)

6. PRINCIPAL EXECUTIVE OFFICE

The principal executive office for the Corporation shall be in Hartford, South Dakota and all books and records of the Corporation shall be kept at the principal executive office or the office of the Corporation's attorney, Robin M. Eich, 304 W. Hwy. 38, Suite 130, Hartford, South Dakota 57033, for inspection hereof by any person having any interest therein and the legal right to inspect the same.

7. RECORDS, BOOKS, ETC.

The Secretary is hereby authorized to obtain and maintain such records and record books as the Secretary may consider proper and convenient for the preservation of the records of the Corporation.

8. BANK ACCOUNTS.

The officers of the Corporation are hereby authorized to open a bank account for the Corporation at any financial institution and to pledge collateral and borrow monies on behalf of the Corporation. The officers of the Corporation are hereby authorized and directed to execute such documents and form resolutions required by any depository or lending and to perform any and all acts necessary in order to open such accounts.

Any check drawn at a financial institution must be signed by the President and Treasurer of the Corporation or at a minimum of two officers of the Corporation.

9. AUTHORIZED SIGNATURE.

All contracts and agreements with this Corporation, including but not limited to, bills payable, notes, checks, drafts and other negotiable instruments, leases, bonds, mortgages and security agreements, shall be executed or signed on behalf of the Corporation by at least two officers of the Corporation.

10. LICENSES, ETC.

In the event that the Corporation must obtain governmental authorization, qualification or permission to engage in its business, the appropriate officers and employees of the Corporation are hereby authorized and directed to make such applications and comply with such laws, regulations and rules as are necessary and appropriate to the obtaining by the Corporation of any and all permits, licenses, authorizations and certificates (whether issued by federal, state, county or city governmental agencies) as are necessary for this Corporation to engage in its business in the state of South Dakota or such other state or country as the Board of Directors deems appropriate, in compliance with all relevant laws, regulations and rules.

11. FISCAL YEAR.

The fiscal year of the Corporation shall be January 1 through December 31.

12. ORGANIZATIONAL EXPENSE.

The law firm of Eich Law Office, Prof. LLC., 304 W. Hwy. 38, Suite 130, Hartford, South Dakota 57033, has been retained to organize and represent the Corporation and should be compensated for services rendered in connection with such incorporation. Therefore, the appropriate officers of this Corporation be and they hereby are authorized and directed to pay the expenses of the incorporation and organization of this Corporation, including attorney's fees connected with the same, as soon as funds shall be available.

13. AMORTIZATION OF ORGANIZATIONAL EXPENSES.

Section 248 of the Internal Revenue Code of 1986 authorizes an election to amortize organization expenditures ratably over a period of sixty (60) months or longer. The Corporation has expended considerable sums in defraying the organization expenses of the Corporation and

the adoption of the amortization method will affect tax savings and reduce accounting costs. Therefore beginning with the month in which the Corporation begins business, the Corporation shall adopt a system of amortizing organizational expenditures ratably over a period of sixty (60) months in accordance with Section 248 of the Internal Revenue Code of 1986.

14. EMPLOYMENT AGREEMENTS.

The appropriate officers of the Corporation are hereby authorized and permitted to execute any necessary Employment Agreements between the Corporation and its Employees on behalf of the Corporation.

15. INDEMNIFICATION.

The officers and directors of the Corporation are hereby indemnified to the fullest extent permitted under the Corporation's Bylaws and the laws of the State of South Dakota. The appropriate officers and directors of the Corporation are hereby authorized and directed to take any and all acts necessary to ensure such indemnification.

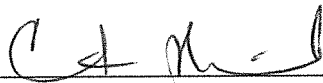
16. LEASE.

The appropriate officers of the Corporation are permitted to negotiate, on behalf of the Corporation, lease agreements that may be beneficial to the well being of the Corporation. Leases may be further modified or agreed by a majority vote of the directors or by a majority vote of the Corporation's officers. It is hereby approved and adopted that the appropriate officers of the Corporation are hereby authorized and directed to finalize negotiations on any lease(s) and execute such lease(s) on the terms they deem reasonable or appropriate.

17. CORPORATION ASSET PURCHASE

We hereby authorize the Corporation to negotiate, bargain, purchase, any amounts, however it deems feasible, any assets that the Corporation deems necessary. The Corporation is authorized to create whatever legal documents, forms, negotiable documents it deems necessary to effectuate such asset purchase.

No other business being presented, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.



Charles J. Hanisch, Secretary