

FILING RECEIPT

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ENTITY NAME: UNITED STATES FASTBALL ASSOCIATION, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: B COUNTY: SUFF

SERVICE COMPANY: ESQUIRE CORPORATE NETWORKS, INC.

SERVICE CODE: 17

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FILED:07/08/2003 DURATION:PERPETUAL CASH#:030708000673 FILM #:030708000639

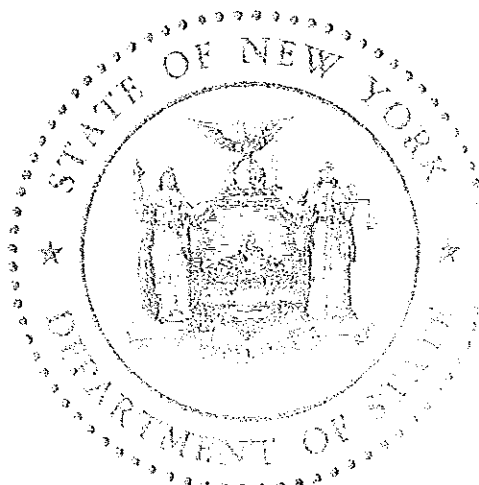
ADDRESS FOR PROCESS

EXIST DATE

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THE CORPORATION
STE. 3N07
MELVILLE, NY 11747

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07/08/2003
ONE HUNTINGTON QUADRANGLE

REGISTERED AGENT
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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

July 08, 2003



[Handwritten Signature]

Secretary of State

CERTIFICATE OF INCORPORATION OF  
UNITED STATES FASTBALL ASSOCIATION, INC.

under Section 402 of the Not-For-Profit Corporation Law

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York, do hereby certify and set forth:

(1) The name of the Corporation is:

UNITED STATES FASTBALL ASSOCIATION, INC.

(2) The Corporation will be a Type B corporation as defined under Section 201 of the Not-For-Profit Corporation Law, and is a corporation as defined in subparagraph (a)(5) of Section 102.

(3) The purpose or purposes for which the Corporation is formed are for purely charitable, regardless of race, color or creed, as follows:

To promote the game of fastball, develop its rules and regulations, inspire today's youth for a new, safer game and support important charitable causes.

To advance social, interpersonal and communicative skills in youths which enhance self esteem, confidence and the ability to demonstrate a position of well being towards others through sports.

To stimulate the intellectual advancement of its members, and to hold meetings and social gatherings and conventions for the better realization of such purposes.

To do any other act or thing incidental or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors or Officers except as permitted under Article Five of the Not-For-Profit Corporation Law.

(4) IRS Provisions, as follows:

Notwithstanding any other provision of these articles, the Corporation is organized for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.

No part of the net earnings of the Corporation shall inure to

the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

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, or in opposition to, any candidate for public office.

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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the Corporation is a private foundation as described in IRC Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the Corporation, shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), (b) retain any excess business holdings as defined in IRC Section 4943(c), (c) make any investments in such manner as to subject the Corporation to tax under IRC Section 4944, or (d) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent Federal Tax Laws.

(5) The office of the Corporation is to be located in the County of Suffolk, State of New York.

(6) The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of such process served upon him is:

C/O The Corporation  
One Huntington Quadrangle, Suite 3N07  
Melville, New York 11747

(7) The names and addresses of the three initial directors of the Corporation are as follows:

Steve Sigler 194 Sagamore Drive, Plainview, New York 11803  
Val Lewis 8772 Aquarius Avenue, Elk Grove, CA 95624  
Todd Lewis 9413 Canmoor Circle, Elk Grove, CA 95758  
Brian Sigler 90 Knights Bridge Rd., Apt. 3L, Great Neck, NY 11021

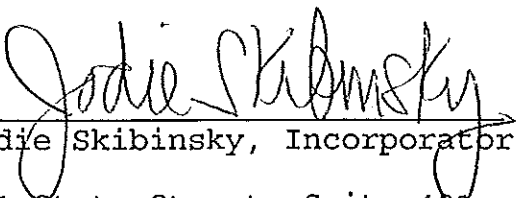
(8) Nothing herein shall authorize this corporation, directly or indirectly, to engage in, or include amongst its purposes, any activity mentioned in Not-For-Profit Law, Section 404 b-v, without such authorization being attached hereto.

(9) Nothing contained herein shall authorize or empower the Corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340 or any other anti-monopoly statute of New York State.

(10) The Corporation, to the fullest extent permitted by Sections 722, 723 and 724 of the Not-For-Profit Corporation Law of the State of New York, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Sections from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Sections. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of directors or trustees, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

(11) The personal liability of any Director of the Corporation to the Corporation itself, or to its Members, for damages for any breach of duty in such capacity is hereby eliminated; except that such personal liability shall not be eliminated if a judgment or other final adjudication adverse to such Director establishes that his acts or omissions were in bad faith, or involved intentional misconduct, or a knowing violation of law, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or that his acts violated Section 719 of the Not-For-Profit Corporation Law.

Dated: July 08, 2003

  
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Jodie Skibinsky, Incorporator  
41 State Street, Suite 401  
Albany, New York 12207

F 030708000 639

ESQ-17

CERTIFICATE OF INCORPORATION

UNITED STATES FASTBALL ASSOCIATION, INC.

under Section 402 of the Not-For-Profit Corporation Law

FILED

2003 JUL -8 PM 2:50

*File Type B*

RECEIVED

2003 JUL -8 PM 2:08

*ICC*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 08 2003

TAX \$ \_\_\_\_\_  
BY: *dc*

*Puff*

Filed by: Jodie Skibinsky  
Esquire Corporate Networks

41 State Street, Suite 401  
Albany, New York 12207

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