

ARTICLES OF INCORPORATION
OF THE
B.A.J.A. SPORTING CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation shall be:

B.A.J.A. SPORTING CLUB, INC.

ARTICLE II

DIRECTORS AND INCORPORATORS: The names and addresses of the directors and incorporators are:

James P. Kelley
4929 S. Gloria Vista Dr.
Green Valley, Az. 85614

James H. Carr
1972 Nuevo Leon
Green Valley, Az. 85614

Charles L. Catino
4701 S. King Arthur Ct.
Green Valley, AZ. 85614

Ray Fleener
841 W. Via Santa Adela
Green Valley, Az. 85614

Francis X. Green
4376 S. Desert Jewel Loop
Green Valley, Az. 85614

ARTICLE III

PURPOSE: This is a non-stock, non-profit corporation. The purpose for which this corporation is organized is the transaction of any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

INITIAL BUSINESS: Said corporation is organized exclusively for the purposes of pleasure, recreation, the promotion of team sports for seniors and any other sporting activities that would come within the parameters and guidelines for a non-profit corporation under the meaning of Section 501 (C) (7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

FISCAL YEAR: The fiscal year of the corporation shall be

December 31

ARTICLE VI

MANAGEMENT OF THE CORPORATION: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the By-laws or Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in such resolution or resolutions or in the By-laws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the By-laws so provide, be classified as to term of office. The Board of Directors is expressly authorized to make, alter, or repeal the By-laws of this corporation. This corporation may in its By-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power or authority conferred herein by Statute upon the members.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article IV. 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 these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (C) (7) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such other organizations organized and operated exclusively as exempt under Section 501 (C) (7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws) as the board of Directors shall determine.

ARTICLE IX

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the By-laws.

ARTICLE X

The annual meeting is to be held at a place within or without the state of Arizona as fixed by the By-laws. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the state of Arizona at such place or places as may be from time to time designated by the Board of Directors.

Article XI

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon members herein are granted subject to their reservation. The power to amend, alter, change, or repeal the By-laws or adopt new By-laws, subject to repeal or change by the action of the members, shall be vested and reserved to the members or their authorized representatives.

Article XI

STATUTORY AGENT: The name and address of the initial statutory agent of the corporation is:

**Joseph A. Banks
1572 Via De Chapala
Sahuarita, Az. 85629**

I, THE UNDERSIGNED, being each of the incorporators herein before named, for the purpose of forming a non-profit corporation pursuant to the Arizona Revised Statutes, do sign these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereto set my hand this 27th day of April, 1998.

/S/ _____
James P. Kelley

/S/ _____
James H. Carr

/S/ _____
Charles S. Catino

/S/ _____
Ray Fleener

/S/ _____
Francis X. Green