

**RESTATED ARTICLES OF INCORPORATION
OF
MURPHEY CANDLER BASEBALL, INC.**
A Georgia Non-Profit Corporation

Pursuant to O.C.G.A. § 14-3-1006 of the Georgia Nonprofit Corporation Code, **MURPHEY CANDLER BASEBALL, INC.**, a Georgia non-profit corporation (the “Corporation”), hereby submits the following Restated Articles of Incorporation:

ARTICLE I.

Name

The name of the Corporation, as formed by the Articles of Incorporation dated January 31, 1967, is MURPHEY CANDLER LITTLE LEAGUE, INC. (the “Corporation”).

ARTICLE II.

Authority

The Corporation is incorporated pursuant to the provisions of the Georgia Nonprofit Corporation Code and shall comply with all the laws of the State of Georgia pertaining to non-profit corporations. The Corporation has all of the general powers granted to corporations under the Georgia Nonprofit Corporation Code, whether granted by specific statutory authority or by construction of law.

ARTICLE III.

Purpose

A. The Corporation is incorporated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. All references herein to the Code shall include the corresponding provision of any future United States Internal Revenue Law.

B. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 this Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended 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 Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

D. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

E. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

F. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

G. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV.

Duration

The duration of the Corporation shall be perpetual.

ARTICLE V.

Members

The Corporation shall have Members. The qualifications and classes of Membership shall be determined by the bylaws of the Corporation.

ARTICLE VI.

Directors

The affairs of the Corporation shall be managed by a Board of Directors. The method for electing a Board of Directors shall be determined by the bylaws of the Corporation.

ARTICLE VII.

Powers of Corporation

The powers, which the Corporation may exercise pursuant to law, are not to be limited excepts as otherwise required by the Georgia Nonprofit Corporation Code and Code Section 501(c)(3), including all other Code sections and regulations relating to such.

ARTICLE VIII.

Principal Office

The mailing and street address of the Corporation's initial principal office is PO BOX 888032, ATLANTA, GEORGIA 30356-0032.

ARTICLE IX.

Registered Office and Registered Agent

The Corporation's registered agent is JEFFREY D. CHASMAN. The mailing and street address of the Corporation's registered agent and its initial registered office is 2950 REDDING RD, ATLANTA, GEORGIA 30319.

ARTICLE X.

Incorporator

The name and address of the incorporator is as follows: JEFFREY D. CHASMAN, at 2950 REDDING RD, ATLANTA, GEORGIA 30319.

ARTICLE XI.

Bylaw Provisions

The bylaws of the Corporation shall govern its affairs.

ARTICLE XII.

Indemnification of Corporate Agents

The Corporation shall indemnify every corporate agent, and to the full extent permitted by, Section 14-3-110 of the Georgia Nonprofit Corporation Code.

ARTICLE XIII.

Distribution of Assets on Liquidation

On dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member, or officer of the Corporation. However, in any event, the remaining assets must be distributed to another organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, or to the United States, or to a state or local government.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation on the 15th day of November, 2016.

By: _____
JEFFREY D. CHASMAN, INCORPORATOR