

**RESTATED
ARTICLES OF INCORPORATION
OF
THE GAY SOFTBALL LEAGUE, INCORPORATED
DBA
SAN FRANCISCO GAY SOFTBALL LEAGUE**

The undersigned certify that:

1. They are the Commissioner and the Secretary, respectively, of the Gay Softball League, Incorporated, dba San Francisco Gay Softball League, a California Nonprofit Public Benefit Corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read in full as follows:

I.

The name of this corporation is the Gay Softball League, Incorporated, dba San Francisco Gay Softball League (“League”).

II.

The League is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law within the meaning of Section 501(c)(4) of the Internal Revenue Code for the following purposes:

1. To provide an opportunity for individuals to play organized softball in an environment that is safe, healthy, and free of negative attitudes based on differences in sexual orientation;
2. To promote good sportsmanship;
3. To promote the general welfare of its members and the community;
4. To promote the development of positive relationship among its members and the community;

5. To organize and promote participation by its members in such athletic, social, cultural, or charitable activities as may serve the preceding purposes.

III.

The League is irrevocably dedicated to recreational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Commissioner, director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this League shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for recreational purposes and which has established its tax exempt status under section 501(c)(4) of the Internal Revenue Code.

IV.

The League shall be composed of members in good standing, as defined in the Bylaws.

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable law, and subject to limitations imposed by the Restated Articles of Incorporation or Restated Bylaws, the League's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board ("Board"). The Board shall be composed of members of the League, and Board members shall be nominated, elected, and serve as provided in the Bylaws.

V.

The foregoing amendment and restatement of the Articles of Incorporation have been duly approved by the Executive Board.

The foregoing amendment and restatement of the Articles of Incorporation have been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: , 2002

John Steen, President

, 2002

, Secretary