

NONPROFIT ARTICLES OF INCORPORATION

ARTICLE I, NAME

1.01 Name

The name of this corporation will be PROACT SPORTS INTERVENTION INC. (PROACTS). The business of the corporation may be conducted under the following:

- A. PROACT Sports Intervention
- B. PROACT Sports
- C. PROACTS
- D. West Virginia Baseball Club (WVBC)
- E. West Virginia Softball Club (WVSBC)
- F. West Virginia Soccer Club (WVSC)
- G. West Virginia Volleyball Club (WVVC)
- H. Hounds Baseball
- I. Huntington Hounds Baseball

ARTICLE II, DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III, PURPOSE

3.01 Purpose

PROACT SPORTS INTERVENTION INC. (PROACTS) is a non-profit corporation and shall operate exclusively for the educational, charitable, social, and public health purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future Federal Tax code. ProAct Sports Intervention purpose is to

aide in the prevention & reduction of obesity & substance use disorders (addiction) in children under the age of eighteen by organizing, promoting & encouraging participation in

- A. Publicly available physical activity programs made available to the general public for cost.
- B. Competitive sports teams organized to stimulate interest in a sport & compete locally, regionally & nationally.
- C. Informational classes to parents & children providing general information regarding substance use disorders, importance of physical activity & adequate nutrition.
- D. Generally promote sportsmanship, recreation, & health & well-being.

The organization will facilitate & provide a platform for children to participate in competitive sports, physical activity opportunities, health & fitness education, competitive showcases & the building, fostering of a social network amongst his or her peers through engaging & meaningful activities.

3.02 Public Benefit

PROACT SPORTS INTERVENTION INC.is designated as a public benefit corporation.

ARTICLE IV, NON-PROFIT NATURE

4.01 Non-Profit Nature

PROACT SPORTS INTERVENTION INC. is organized exclusively for educational, charitable, social, mental health and public health purposes of adolescents including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section to any future federal tax code. No part of the net earnings of PROACT SPORTS INTERVENTION INC. shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

PROACT SPORTS INTERVENTION INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational, charitable, social, mental health, and public health of adolescent purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Restatement or Amendment for 501(c)(3) Status Approval

Said corporation is organized exclusively for charitable, health, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. 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 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of PROACT SPORTS INTERVENTION INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of PROACT SPORTS INTERVENTION INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or describer in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of PROACT SPORTS INTERVENTION INC. hereunder shall be selected by the discretion of a majority of the managing body of PROACT SPORTS INTERVENTION INC. and if its members cannot so

agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against PROACT SPORTS INTERVENTION INC. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of West Virginia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of West Virginia to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, section 3.01

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V, BOARD OF DIRECTORS

5.01 Governance

PROACT SPORTS INTERVENTION INC. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Brandon Ramsey
2735 Casey Ct.
Catlettsburg, KY 41129

Aaron Andrew "Drew" Beane
22 Old Crow Dr
Barboursville, WV 25504

Caleb Stewart
3377 Heavenly Way
Ashland, KY 41102

Scott Schumate
1312 15th Street
Huntington, WV 25701

Jason Holmes
22 Grady Drive
Huntington, WV 25705

Zach Baldwin
133 Honeysuckle Lane
Huntington, WV 25701

5.03 Officers

Brandon Ramsey will serve as President

Caleb Stewart will serve as Vice-President

Aaron "Drew" Beane will serve as Treasurer

Jason Holmes will serve as Secretary.

ARTICLE VI, MEMBERSHIP

6.01 Membership

PROACT SPORTS INTERVENTION INC. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII, AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII, ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

2240 5th Ave # 101
Huntington, WV 25703

The mailing address of the corporation is:

22 Old Crow Dr
Barboursville, WV 25504

ARTICLE IX, Appointment of Registered Agent

9.01 Registered Agent

Aaron Andrew "Drew" Beane
22 Old Crow Dr
Barboursville, WV 25504

ARTICLE X, INCORPORATOR

The incorporators of the corporation are as follows:

Aaron Andrew "Drew" Beane
22 Old Crow Dr
Barboursville, WV 25504

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of ProAct Sports Interventions Inc. were approved by the board of directors on Sunday, July twenty-fifth, two-thousand and twenty-two and constitute a complete copy of Articles of Incorporation of PROACT SPORTS INTERVENTION INC..

Aaron Andrew "Drew" Beane
22 Old Crow Dr
Barboursville, WV 25504

Acknowledgement of consent to appointment as registered agent

I, Aaron Andrew "Drew" Beane, agree to be the registered agent for PROACT SPORTS INTERVENTION INC. as appointed herein.

Registered Agent: Aaron Andrew "Drew" Beane

Date: July 25, 2022