

**FIRST AMENDED AND COMPLETELY RESTATED BYLAWS
OF
NEWPORT MESA GIRLS SOFTBALL,**

a California Nonprofit Public Benefit Corporation

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ARTICLE I

NAME, ORGANIZATION AND PURPOSE, PRINCIPAL OFFICE

Section 1.1. Name. The name of this corporation is Newport Mesa Girls Softball (formerly known as Pacific Coast Girls Fastpitch Softball) (Newport Mesa Girls Softball herein after referred to as the "Corporation").

Section 1.2. Organization, Purpose and Use of Funds. The Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California (the "Law") exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3) (the "Code") or the corresponding provision of any future United States Internal Revenue Law or any other purpose incidental thereto. In the context of these general purposes, the Corporation shall provide a nonprofit softball league that allows girls 5 to 15 years old to compete in a healthy and safe environment at various skill levels. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the Directors or Officers of the Corporation; and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any Director or any other person, firm or corporation.

Section 1.3. Principal Office. The principal office of the Corporation is hereby fixed and located at P.O. Box 1354, Newport Beach, CA 92659. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these Bylaws.

ARTICLE II

NO MEMBERS

Section 2.1. No Members. Pursuant to Section 5310 of the Law, the bylaws of a nonprofit corporation may provide that the corporation shall have no members. The Corporation shall have no members.

ARTICLE III

DIRECTORS

Section 3.1. Powers. Subject to limitation of the Articles of Incorporation, the Bylaws, and the Law, and subject to the duties of Directors as prescribed by the Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. No Director shall be responsible for any error in judgment or for anything that such Director may do or refrain from doing in good faith. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

First - To select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for such officers, agents and employees as may not be inconsistent with the Law or the Articles of Incorporation or the Bylaws, fix their compensation and require from such officers, agents and employees security for faithful service;

Second - To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with the Law, the Articles of Incorporation or the Bylaws, as the Directors may deem best;

Third - To change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and

Fourth - To borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes; in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities.

Section 3.2. Number of Directors. The authorized number of Directors shall be at least 8.

No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 3.3. Selection and Term of Office.

At the annual meeting of the Board of Directors, as described in Section 3.5 below, the Board of Directors will elect successor Directors for the following fiscal year. A Director's term shall expire at the end of the fiscal year (July 31). In the event of a vacancy during a Director's term as described in Section 3.4 below, a new Director will be elected to complete the vacant Director's term. If Directors are not elected at the annual meeting, they may be elected at any special meeting held for that purpose or by written ballot. Each Director, including a Director elected to fill a vacancy or elected at a special directors' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor is elected and qualified. Unless a vacancy in the office occurs as herein provided, the Director appointed shall hold office until the expiration of such Director's term and until a successor has been designated and has accepted the office.

Section 3.4. Vacancies. Subject to the provisions of Section 5226 of the Law, any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation, expiration of a Director's term, removal of any Director or if the authorized number of Directors is increased.

Vacancies in the Board shall be filled by a new Director approved by a majority of the Board of Directors still in office.

Section 3.5. Organization and Annual Meetings. The Board of Directors shall hold an annual meeting for the purpose of organization and the transaction of other business. An annual meeting of the Board of Directors shall be scheduled within 60 days of the end of each fiscal year (July 31st), unless the Board files another date or time and so notifies each director as provided in Section 3.7. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day.

Section 3.6. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings.

Section 3.7. Special Meetings; Notice Waiver. A special meeting of the Board of Directors shall be held whenever called in accordance with Section 5211(a)(2) of the Law and Section 3.11 hereof.

Section 3.8. Adjourned Meetings; Notice of Adjournment. The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a majority may so adjourn if less than a quorum exists at a meeting of the Board of Directors. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this Section 3.8, the resulting adjourned regular meeting is a regular meeting for all purposes.

Section 3.9. Majority. Every act or decision done or made by a majority of the Directors present at a meeting duly held and at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by law or by the Articles of Incorporation.

Section 3.10. Fees and Compensation. Directors shall receive no compensation or expenses from the Corporation for services as Directors of the Corporation.

Section 3.11. Conduct of Meetings. The President or, in the absence of the President, the Vice President, or, in the absence of the Vice President, a Chairman chosen by a majority of the Directors present, shall preside.

Section 3.12. Quorum. A majority of the authorized number of Directors of the

Corporation constitutes a quorum of the Board of Directors for the transaction of Business.

ARTICLE IV

OFFICERS

Section 4.1. Officers. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except that the offices of President and Secretary or President and Chief Financial Officer may not be combined.

Section 4.2. President. The President shall be the executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Corporation. The President shall preside at all meetings of the Board of Directors.

Section 4.3. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President respectively by the Board of Directors or by the Bylaws.

Section 4.4. Secretary. The Secretary shall keep at the principal office of the Corporation a book of minutes of all meetings of Directors, with the time and place of holding, how called or authorized, the notice thereof given, and the names of those present at Directors' meetings.

Section 4.5. Chief Financial Officer. The Chief Financial Officer shall be the chief financial officer and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall at all reasonable times be open to inspection by any Director. The Chief Financial Officer shall deposit all moneys of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Corporation.

Section 4.6. Subordinate Officers. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

ARTICLE V

MISCELLANEOUS

Section 5.1. Execution of Documents. The Board of Directors may authorize any officer or officers as agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 5.2. Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by members of the public and the Directors at all reasonable times during office hours.

Section 5.3. Annual Report. The Board of Directors shall cause an annual report to be sent to the directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required as set forth in these Bylaws; and
- (f) The certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 5.4. Fiscal Year. The fiscal year of the Corporation shall begin August 1 of each year and end on the last day of July of the succeeding year.

Section 5.5. Dissolution. The Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

Section 5.6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Law shall govern the construction of these Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is contrary to the Law, the provisions of the Law shall prevail. Without limiting the generality of the foregoing the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

ARTICLE VI

AMENDMENTS

Section 6.1. Power of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of the Board of Directors. No amendment to these Bylaws shall be effective until approved by the Board of Directors.

CERTIFICATE OF SECRETARY
OF
NEWPORT MESA GIRLS SOFTBALL,

a California Nonprofit Public Benefit Corporation

I hereby certify that I am the duly appointed Secretary of the said corporation and that the foregoing Bylaws, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on _____.

[NAME]