

ARTICLES OF INCORPORATION
OF
VIRGINIA LADY EAGLES, INC.

ARTICLE 1

The name of the Corporation is VIRGINIA LADY EAGLES, INC.

ARTICLE 2

The Corporation is organized exclusively for charitable purposes, including but not limited to the promotion and operation of youth sports and recreation programs in the South Hampton Roads area of Tidewater, Virginia. Subject to the limitations set forth below, the Corporation may conduct any and all lawful business for which corporations may be incorporated under the Virginia Non-Stock Corporation Act, as amended from time to time, but only to the extent not inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE 3

3.1 The Corporation shall not be operated for profit and shall conduct its activities so as to qualify for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code, and shall not have any powers that would not be permitted to a tax-exempt organization qualified under the foregoing section, notwithstanding any other provisions of these Articles of Incorporation or any inherent powers resulting from incorporation under the laws of the Commonwealth of Virginia. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to, any candidate for public office.

3.2 No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any person having a personal or private interest in the activities of the Corporation; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation.

3.3 Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more organizations selected by the directors of the Corporation, each of which complies with the

provisions of Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code when distributions are to be made to it. No director or officer of the Corporation, or any person having a personal or private interest in the activities of the Corporation shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation.

ARTICLE 4

The Corporation shall have no members.

ARTICLE 5

The number of directors of the Corporation shall be fixed in accordance with the Corporation's bylaws. The directors shall at each annual meeting elect the directors who are to serve the following year.

ARTICLE 6

The registered office of the Corporation shall be located in the City of Norfolk, at 1700 Dominion Tower, 999 Waterside Drive, Norfolk, Virginia 23510, and the registered agent shall be Joseph R. Lassiter, Jr., who is a resident of Virginia and a member of the Virginia State Bar and whose business office is the same as the Corporation's registered office.

ARTICLE 7

To the fullest extent that the Virginia Non-Stock Corporation Act, as in effect from time to time, permits the limitation or elimination of the liability of directors and officers, no director or officer of the Corporation made a party to any proceeding shall be liable to the Corporation or its stockholders for monetary damages arising out of any transaction, occurrence or course of conduct.

ARTICLE 8

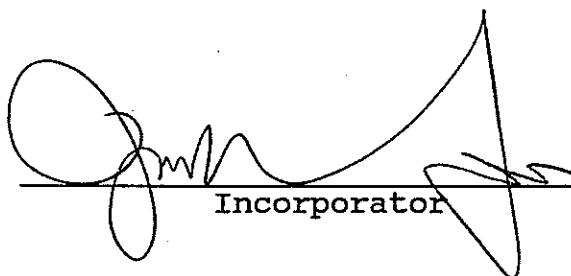
To the fullest extent allowed by the Virginia Non-Stock Corporation Act, as in effect from time to time, the Corporation shall indemnify against liability, and advance reasonable expenses to, any person who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, because such person is or was a director of the Corporation, or is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee, benefit plan, or other

enterprise. The Corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, any officer, employee, or agent of the Corporation who is not a director to the same extent as if he were a director.

ARTICLE 9

The Corporation reserves the right to amend, change, or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this Corporation with any other non-profit corporation in the manner now or hereafter prescribed by law, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the Corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

Dated: Sept. 25, 1995



Incorporator

BY-LAWS
OF
VIRGINIA LADY EAGLES, INC.

ARTICLE 1
OFFICES

The principal office of the Corporation shall be located at such place as from time to time may be fixed by the Board of Directors.

ARTICLE 2
MEMBERS

The Corporation shall have no members. All voting power shall be vested in the Board of Directors.

ARTICLE 3
DIRECTORS

3.1 General Powers. The property, affairs and business of the Corporation shall be managed under the direction of the board of directors and, except as otherwise expressly provided by law, the Articles of Incorporation or these By-Laws, all of the powers of the Corporation shall be vested in such Board.

3.2 Number of Directors. The number of directors constituting the board of directors shall be determined from time to time by the board of directors, but in no event shall the number of directors be less than two (2) nor more than seven (7).

3.3 Election and Removal of Directors; Quorum.

3.3.1. Directors shall be elected at each annual meeting of the board of directors to succeed those directors whose terms have expired and to fill any vacancies then existing or to expand the board of directors as permitted hereby.

3.3.2 Directors shall hold their offices for terms of one year and until their successors are elected. Any director may be removed from office at a meeting called expressly for that purpose by the vote of the board of directors, provided there is a quorum of not less than a majority of the entire board of directors present and two weeks' notice has been given in advance.

3.3.3 Any vacancy occurring in the board of directors may be filled by the affirmative vote of the majority of the remaining directors (though such number may be less than a quorum of the board) and the term of office of any director so elected shall expire at the next board of directors meeting at which directors are elected.

3.3.4 A majority of the board of directors shall constitute a quorum for the transaction of business. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. Less than a quorum may adjourn any meeting.

3.4 Meeting of Directors. An annual meeting of the board of directors shall be held each year at such time and place as shall be fixed by the board of directors for the election of officers and directors and for the transaction of such other business as may properly come before the meeting.

Other meetings of the board of directors shall be held at places and at times fixed by resolution of the board or upon call of the president, vice president, secretary or treasurer of the board, or any three directors. The secretary or officer performing the secretary's duties shall give not less than 24 hours notice by letter, telegraph or telephone (or in person) of all meetings of the board of directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the board. Meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting.

3.5 Voting. Each director present shall be entitled to one vote. Proxy voting shall not be permitted.

3.6 Compensation. Directors shall serve without compensation.

ARTICLE 4 OFFICERS

4.1 Number of Officers. The officers of the Corporation shall consist of a president, vice president, secretary and treasurer. Other officers may from time to time be elected by the board of directors. Any two officers may be combined in the same person, as the board of directors may determine, except that the president and secretary may not be the same person.

4.2 Election and Term of Office. Officers shall be elected annually by the board of directors at the annual meeting. All officers shall hold office until the next annual meeting of the board of directors and until their successors are elected.

4.3 Removal of Officers; Vacancies. Any officer of the Corporation may be removed by two-thirds vote of those present at a meeting of the board of directors called expressly for that purpose. Notice of such meeting shall be given by letter, telegraph, telephone or in person at least ten (10), and not more than twenty (20), days in advance. Vacancies may be filled by the board of directors at any duly constituted board meeting.

4.4 Duties. The officers of the Corporation shall have such duties as generally pertain to their respective offices, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the board of directors. The board of directors may require any officer to give such bond for the faithful performance of his or her duties as the board may see fit.

4.4.1 President. The president shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of the policies established by the board of directors. The president shall have authority over the general management and direction of the business and operations of the Corporation subject to the ultimate authority of the board of directors. The president shall, when directed by the board of directors, sign with the proper officers of the Corporation all contracts, conveyances to and from the Corporation, and any other obligations in the name of the Corporation. In addition, the president shall perform all duties incidental to the office of the president and such other duties as from time to time may be assigned to the president by the board of directors.

4.4.2 Vice President. The vice president shall have such powers and duties as may from time to time be assigned to him or her by the president or the board of directors. In the case of the absence or disability of the president, the duties of the president shall be performed by the vice president.

4.4.3 Secretary. The secretary shall ensure that all records and minutes of all meetings and proceedings of the Corporation are properly kept and maintained; and shall attest the signatures of the proper officers of the Corporation on all contracts, securities, and other obligations of the Corporation in the name of the Corporation and shall affix the seal of the Corporation thereto when so required. In addition, the secretary shall perform all other duties incidental to the office of secretary and such other duties as from time to time may be assigned by the president or the board of directors.

4.4.4 Treasurer. The treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the board of directors. The treasurer shall

be responsible for ensuring that adequate financial records and accounts are maintained in accordance with generally accepted accounting practices; for the preparation of appropriate operating budgets and financial statements; and for the preparation and filing of all tax returns required by law. In addition, the treasurer shall perform all other duties incidental to the office of treasurer and such other duties as from time to time may be assigned by the president or the board of directors.

ARTICLE 5 COMMITTEES

5.1 Executive Committee. There shall be an executive committee consisting of the officers of the Corporation and such other members as the board of directors may from time to time elect. When the board of directors is not in session, the executive committee shall have all power vested in the board of directors by law, by the Articles of Incorporation, or by these By-Laws, provided that the executive committee shall not have the power to approve an amendment to the Article of Incorporation, or to take any action prohibited by express resolution of the board of directors. The executive committee shall report at the next regular or special meeting of the board of directors any actions which the executive committee may have taken on behalf of the board of directors since the last regular or special meeting of the board of directors.

5.2 Nominating Committee. There shall be a nominating committee appointed by the president with the consent of the board of directors and consisting of three members of the board of directors. The nominating committee shall be responsible for submitting the names of persons proposed as candidates to serve on the board of directors and as officers of the corporation.

5.3 Other Committees. The board of directors, by resolution duly adopted, may establish or abolish standing or special committees of the board as it sees fit. Members of committees, including the president, shall be appointed by the president with the consent of the board of directors for a fixed term, not to exceed one year. Committee members may be reappointed at the discretion of the president.

5.4 Meetings. Regular and special meetings of any committee established pursuant to this article shall be called and held subject to the same requirements with respect to time, place and notice as are specified in these By-Laws for regular and special meetings of the board of directors.

ARTICLE 6
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer, employee, member of a committee, or any person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the board of directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the board of directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the board of directors may determine or as may be determined by a court of competent jurisdiction upon application of the board of directors, exclusively to charitable, scientific, literary or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as it then exists.

ARTICLE 7
RULES OF PROCEDURE

Unless otherwise specified in these By-Laws or in the Articles of Incorporation, all proceedings of the corporation shall be governed by Robert's Rules of Order.

ARTICLE 8
MISCELLANEOUS PROVISIONS

8.1 Seal. The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

8.2 Fiscal Year. The fiscal year of the Corporation shall end on such date and shall consist of such accounting periods as may be fixed by the board of directors.

8.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the board of directors from time to time may authorize. When the board of directors so authorizes, however, the signature of any such person may be a facsimile.

8.4 Amendment of By-Laws. Unless proscribed by the Articles of Incorporation, these By-Laws may be amended or altered at any meeting of the board of directors by affirmative vote of a majority of the number of directors then elected and serving. Notice of intention to amend the By-Laws must be given at least two weeks in advance.

October 10, 1995
Adopted

Paul J. Shy
President

Margaret L. Bell
Secretary