

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 8th day of January, 1948, by and between ST. LOUIS NATIONAL BASEBALL CLUB, a Missouri corporation, (hereinafter called "Baseball") and NATIONAL SPORTS, INCORPORATED, a Missouri corporation, (hereinafter called "National"), WITNESSETH That

WHEREAS, it is the desire that said National and said Baseball shall merge so that National shall be the surviving corporation, all as in conformity with the laws of the State of Missouri;

NOW, THEREFORE, so as to carry into effect said merger it is hereby agreed as follows:

I.

Heretofore, on December 17, 1947, the Boards of Directors of National and Baseball approved a certain Plan of Merger which was thereupon submitted to the stockholders of National and Baseball, which Plan of Merger is as follows:

"PLAN OF MERGER

"THIS PLAN OF MERGER, dated this 17th day of December, 1947, between NATIONAL SPORTS, INCORPORATED, a Missouri corporation, (hereinafter called "National"), and ST. LOUIS NATIONAL BASEBALL CLUB, a Missouri corporation (hereinafter called "Baseball"), WITNESSETH That

"WHEREAS, National is a corporation organized under the laws of the State of Missouri pertaining to manufacturing and business corporations, commonly known as The General and Business Corporation Act of Missouri; and

"WHEREAS, Baseball is a corporation originally incorporated under the laws of the State of Missouri pertaining to manufacturing and business corporations; and

"WHEREAS, National is the owner of 2297 shares of the preferred stock of Baseball out of the total of 2319 shares thereof outstanding and 7832 shares of the common stock of Baseball out of the total of 7833 shares thereof outstanding; and

"WHEREAS, it is desirable to merge National so as to obtain a corporate structure which will provide more adequately for the expansion of the activities heretofore carried on by Baseball;

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*Edgar C. Nelson*

"NOW, THEREFORE, in consideration of the mutual benefit to be obtained by the proposed merger, the following shall constitute the Plan of Merger:

A.

"The names of the corporations proposing to merge are National Sports, Incorporated, a Missouri corporation, and St. Louis National Baseball Club, likewise a Missouri corporation. It is proposed that said St. Louis National Baseball Club shall be merged into National Sports, Incorporated, which shall be the surviving corporation and shall continue to conduct the business formerly conducted by both of said corporations.

B.

"The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

"(1) National, as the surviving corporation, shall assume and pay all liabilities of Baseball and shall continue liable for all of the liabilities of National.

"(2) Baseball has now outstanding 2319 shares of preferred stock of the par value of \$25.00 per share and 7833 shares of common stock of the par value of \$25.00 per share. Said preferred stock is entitled to preferential dividends at the rate of 6% per annum on the par value thereof before any dividends shall be paid upon the common stock, but thereafter shares ratably on a share for share basis with the common stock, while said common stock has the sole voting rights. It has been determined that, in view of the large amount by which the annual earnings of Baseball have normally exceeded the amount of such preferential dividends, the substantial surplus of Baseball and the probabilities that the earnings of Baseball, if it were continued as a separate corporation, would far exceed said preferential dividend, for all purposes of said Plan said preferred and common stock of Baseball shall be treated alike.

"(3) National has now outstanding 400 shares of common stock of the par value of \$25.00 per share.

"(4) The common stock of National shall be increased to 3410 shares of the par value of \$25.00 per share. There shall be issued to each of the common stockholders of National 4-187/400 shares of new common stock in lieu of each share of common stock of National held by them, and there shall be issued to the holder of each of the other shares of common or preferred stock of Baseball which are not now owned by National 1 share of common stock of National.

"(5) National, as the surviving corporation, shall retain its identity, existence, property, purposes, powers, objects, franchises, rights and immunities, and shall, upon the merger becoming consummated in accordance with the laws of the State of Missouri, become vested with all the corporate franchises, property, entity, existence and rights of Baseball.

C.  
"The manner and basis of converting the shares of National and Baseball into shares of National are as follows:

"(1) Upon said merger being consummated according to the laws of the State of Missouri, each presently outstanding share of common stock of National shall entitle the holder thereof, upon surrender thereof at 1010 Ambassador Building, St. Louis, Missouri, to receive in exchange therefor 4-187/400 shares of new common stock of National:

"(2) Upon such merger being consummated according to the laws of the State of Missouri, each presently outstanding share of preferred or common stock of Baseball not now owned by National shall entitle the holder thereof, upon surrender thereof at 1010 Ambassador Building, St. Louis, Missouri, to receive in exchange therefor 1 share of the common stock of National.

D.

"The following changes shall be made in the Articles of Incorporation of National which shall be the surviving corporation.

"(1) The authorized capital stock of National shall be increased from 1200 shares of common stock each of the par value of \$25.00 per share having an aggregate par value of \$30,000.00 to 3410 shares of common stock each of the par value of \$25.00 per share having an aggregate par value of \$85,750.00.

"(2) The name of National shall be changed to  
'ST. LOUIS NATIONAL BASEBALL CLUB, INC.'

"(3) The number of the Board of Directors of National shall be changed to seven.

\* \* \* \* \*

II.

The number of shares of stock of National now outstanding is 400 shares of the par value of \$25.00 per share. The number of shares of stock of Baseball now outstanding is 2319 shares of preferred stock of the par value of \$25.00 per share and 7833 shares of common stock of the par value of \$25.00 per share.

III.

At a special meeting of the stockholders of Baseball duly held on December 31, 1947, in accordance with the statutes of the State of Missouri, 7832 shares of common stock out of 7833 shares of common stock voted in favor of the adoption of the Plan

and 2304 shares of preferred stock out of 2319 shares of preferred stock voted in favor of the adoption of the Plan. No shares of either preferred or common stock of Baseball voted against the adoption of the Plan. At a special meeting of the stockholders of National duly held on January 8, 1948, in accordance with the laws of the State of Missouri, the holders of all 400 shares of common stock of National voted in favor of the adoption of the Plan, and no stockholder of National voted against the adoption of the Plan.

IN WITNESS WHEREOF, so as to carry into effect said Plan of Merger, these Articles of Merger have been executed on behalf of St. Louis National Baseball Club by one of its Vice Presidents and its seal duly affixed hereto and attested by its Secretary, and have been executed on behalf of National Sports, Incorporated, by one of its Vice Presidents and its seal duly affixed hereto and attested by its Secretary, on this 8th day of January, 1948.

Attest:

George W. Simpkins  
Secretary

ST. LOUIS NATIONAL BASEBALL CLUB

By

Fred M. Saigh, Jr.  
Vice President

Attest:

George W. Simpkins  
Secretary

NATIONAL SPORTS, INCORPORATED

By

F. M. Saigh, Jr.  
Vice President

STATE OF MISSOURI )  
CITY OF ST. LOUIS ) ss

Before me personally appeared F. M. Saigh, Jr., who being by me duly sworn did depose and say that he is Vice President of St. Louis National Baseball Club, one of the corporations which executed the aforesaid Articles of Merger; that he has read the

foregoing Articles of Merger; and that the facts therein stated are true.

F. M. Saigh, Jr.

Subscribed and sworn to before me this 8th day of January, 1948.

My commission expires July 4, 1949.

Ruth F. Weadly  
Notary Public in and for  
said City and State

STATE OF MISSOURI )  
                          ) ss  
CITY OF ST. LOUIS )

On this 8th day of January, 1948, before me appeared F. M. Saigh, Jr., to me personally known, who being by me duly sworn did say that he is Vice President of St. Louis National Baseball Club, a Missouri corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said F. M. Saigh, Jr. acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the day and year first hereinabove written.

My commission expires July 4, 1949.

Ruth F. Weadly  
Notary Public in and for  
said City and State

STATE OF MISSOURI )  
                          ) ss  
CITY OF ST. LOUIS )

Before me personally appeared F. M. Saigh, Jr., who being by me duly sworn did depose and say that he is Vice President of National Sports, Incorporated, one of the corporations which executed the aforesaid Articles of Merger; that he has read the

foregoing Articles of Merger; and that the facts therein stated are true.

*F. M. Saigh, Jr.*

Subscribed and sworn to before me this 8th day of January, 1948.

My commission expires July 4, 1949.

*Ruth F. Weadly.*  
Notary Public in and for said  
City and State

STATE OF MISSOURI )  
                          ) ss  
CITY OF ST. LOUIS )

On this 8th day of January, 1948, before me appeared F. M. Saigh, Jr., to me personally known, who being by me duly sworn did say that he is Vice President of National Sports, Incorporated, a Missouri corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said F. M. Saigh, Jr. acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the day and year first hereinabove written.

My commission expires July 4, 1949.

*Ruth F. Weadly.*  
Notary Public in and for  
said City and State

STATE OF MISSOURI  
CERTIFICATE OF AMENDMENT



To All to Whom These Presents Shall Come:

I, EDGAR C. NELSON, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that ST. LOUIS NATIONAL BASEBALL CLUB

and NATIONAL SPORTS, INCORPORATED

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its Certificate of ~~AMENDMENT~~ Merger into National Sports, Incorporated and

changed name to ST. LOUIS NATIONAL BASEBALL CLUB, INC.;

- 2) Increasing authorized shares from 1,200 shares Common Stock par value \$25.00 each to 3,410 shares Common Stock par value \$25.00 each
- 3) Changing number of Directors from 5 to 7

as provided by Law, and has in all respects complied with the requirements of law governing the

Amendment of Articles of Incorporation

of corporations organized under The General and Business Corporation Act of Missouri.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of

(SEAL)

Jefferson, this 10th day of January, A. D. 1948

*Edgar C. Nelson*

Secretary of State.

*Mabel L. Stearns*

Chief Clerk.