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LANGDON W. HARRIS, III  
ROBERT S. DAVIS  
WILLIAM D. HIMMELREICH  
LANGDON W. HARRIS, JR.

AREA CODE 215  
732-3753

July 21, 1981

William L. Taylor  
8 Pine Tree  
Audubon, PA 19403

Dear Mr. Taylor:

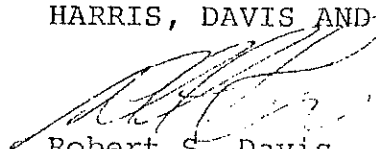
As you requested during our telephone conversation yesterday, I enclose herewith the original Articles Of Incorporation of Middle Atlantic Association of United States Swimming Inc. The Pennsylvania Department State, Corporation Bureau does not issue a Certificate of Incorporation in the case of non-profit corporations.

Now that I have received the information contained in Alex McKee's letter of July 6, 1981, I will be able to complete the preparation of the initial corporate records. Before doing so, however, I will amend the Articles of Incorporation to change the name of the organization to Middle Atlantic Swimming Inc. This step requires the preparation of Articles of Amendment, a repeat of the legal advertising and certain other filings with the Commonwealth of Pennsylvania authorities.

You may wish us to retain your original corporate records once they have been completed, although you may just as well want to keep them yourself. If we will be responsible of maintaining the original records, the Articles of Incorporation should eventually be returned to me.

Very truly yours,

HARRIS, DAVIS AND HARRIS



Robert S. Davis

RSD:dsc

enclosure

727650

Filed in the Department of State on the 16th day of  
March , 1981.

*William R. Davis*

Secretary of the Commonwealth

vod

ARTICLES OF INCORPORATION

TO THE DEPARTMENT OF STATE;  
COMMONWEALTH OF PENNSYLVANIA

In compliance with the requirements of 15 Pa. S. Section 7316, the undersigned, desiring to be incorporated as a nonprofit corporation, hereby certifies that:

1st. The name of the corporation is

MIDDLE ATLANTIC ASSOCIATION OF UNITED STATES SWIMMING INC. 12-14-81

changed to Middle Atlantic Swimming, Inc. 7/81

2nd. The location and post office address of the initial registered office of the corporation in this Commonwealth is 8 Pine Tree Drive, Audubon 19403, in the County of Montgomery.

3rd. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

To engage in any lawful purpose, including any of the following:

To operate exclusively as a nonprofit, charitable, public health, safety and educational corporation within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

To promote and improve amateur swimming in the United States, and to develop interest and participation in amateur swimming throughout the United States;

To encourage physical fitness and improve the quality of competitive swimming among those who swim solely for the physical, mental or social benefits derived therefrom;

To provide competitive swimming opportunities for all ages, sexes, and levels of ability, including international competition;

To help competitive swimmers reach their maximum potential so that they may represent the United States in international competition.

To institute, regulate and award National Swimming Championships;

To promote the construction of swimming facilities for public use by amateurs in the United States.

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.

The corporation shall be supported by voluntary contributions, grants, donations, bequests, endowments, membership fees or otherwise.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to similar nonprofit organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they

now exist, or as they may hereafter be amended.

The corporation does not contemplate any pecuniary gain or profit, incidental or otherwise, to any of its members.

4th. The term for which the corporation is to exist is perpetual.

5th. The name and address of the incorporator is ALEX B. McKEE, 410 Dogwood Lane, Newtown Square, Pennsylvania 19073.

6th. The names and addresses of the first directors are:

| <u>NAME</u>            | <u>ADDRESS</u>   |
|------------------------|--|
| ALEX B. McKEE          | 410 Dogwood Lane<br>Newtown Square, Pennsylvania 19073   |
| WILLIAM L. TAYLOR, JR. | 8 Pine Tree Drive<br>Audubon, Pennsylvania 19403   |
| GEORGE BREEN           | University of Pennsylvania Natatorium<br>36th and Walnut Streets<br>Philadelphia, Pennsylvania 19104 |
| BURT GERMAN            | 26 East Cedar Avenue<br>Merchantville, New Jersey 08109  |
| JOAN C. McINTYRE       | 2249 County Line Road<br>Ardmore, Pennsylvania 19003   |

all of whom shall hold office until the first annual meeting of the members and until their successors shall have been elected in their stead in the manner provided in the bylaws.

7th. The corporation is organized on a nonstock basis.

8th. The following provisions are inserted for

the regulation of the affairs of the corporation:

(a) The corporation may in its bylaws authorize one or more classes of members, which shall have such powers and rights and shall be admitted and retain their memberships in accordance with and subject to the conditions of membership provided therein.

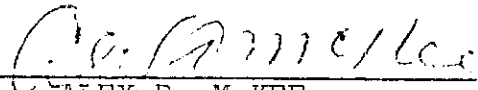
(b) The bylaws of the corporation shall be adopted by the first directors; thereafter the authority to make, alter, amend and repeal the bylaws shall be expressly vested in the board of directors, subject to the power of the members to change such action.

(c) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the bylaws. In case of any increase in the number of directors, the additional directors may be elected by a majority of the whole board of directors or by the members, at any annual or special meeting as shall be provided in the bylaws; any such additional directors elected by the board of directors shall hold office until the next annual meeting of the members or until their successors shall have been elected in their stead.

(d) The board of directors may appoint from time to time such committee or committees as, in its discretion, shall be desirable for the furtherance of the objects and purposes of the corporation, and may delegate to such committee or committees such powers, as, in the discretion of the board of directors, are necessary and desirable.

(e) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the Nonprofit Corporation Law, these Articles of Incorporation, and to any bylaws from time to time made by the members.

IN WITNESS WHEREOF, the incorporator has signed and sealed these Articles of Incorporation this 29th day of January, 1981.

  
ALEX B. McKEE

LAW OFFICES  
DAVIS, RITER, PARRY & HARTMANN

A PROFESSIONAL CORPORATION  
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ANNE GALE SEIDER<sup>Δ</sup>  
CHARLES M. TAYLOR<sup>‡</sup>

\* LL.M (TAXATION)  
+ ALSO MEMBER D.C. BAR  
<sup>Δ</sup> ALSO MEMBER N.J. BAR  
<sup>‡</sup> ALSO MEMBER N.Y. BAR

May 31, 1994

Mr. David R. Carson  
Two Porter Lane  
Wallingford, PA 19086

Re: Middle Atlantic Swimming, Inc.

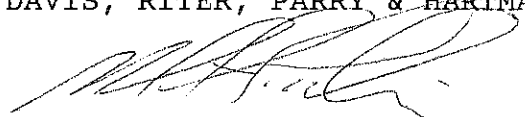
Dear Mr. Carson:

Enclosed please find a copy of the Articles of Amendment filed on December 14, 1981 which changed the name of the entity to Middle Atlantic Swimming, Inc. from Middle Atlantic Association of United States Swimming, Inc. The original is with the corporate records which we prepared at the request of Mr. Burt German back in 1981.

Please let me know if we can be of further assistance.

Very truly yours,

DAVIS, RITER, PARRY & HARTMANN

  
Robert S. Davis

kam  
enclosure



ARTICLES OF AMENDMENT

745866

TO THE DEPARTMENT OF STATE;

COMMONWEALTH OF PENNSYLVANIA:

In compliance with the requirements of 15 Pa. S. Section 7905 (relating to Articles of Amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is

MIDDLE ATLANTIC ASSOCIATION OF UNITED STATES SWIMMING INC.

2. The address of its registered office in this

Commonwealth is 8 Pine Tree Drive, Audubon 19403, in the County of Montgomery.

3. The statute by or under which it was incorporated is the Pennsylvania Nonprofit Corporation Act.

4. The date of its incorporation is March 16, 1981.

Dec 14, 1981

5. The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

6. The amendment was adopted by the founder members pursuant to 15 Pa. S. Section 7904(a).

7. The amendment adopted by the corporation, set forth in full, is as follows:

"That Paragraph 1st of the Articles of Incorporation be amended so that Paragraph 1st, when amended, shall be and read as follows:

1st. The name of the corporation is

MIDDLE ATLANTIC SWIMMING INC."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 8th day of October, 1981.

MIDDLE ATLANTIC ASSOCIATION OF UNITED STATES SWIMMING INC.

(SEAL)

BY Burt German  
BURT GERMAN - President

WITTEST:

Rnestine Freeland  
RNESTINE FREELAND - Secretary