

**ARTICLES OF INCORPORATION
OF
WOOLRIDGE ATHLETIC ASSOCIATION**

FIRST: The name of the corporation is WOOLRIDGE ATHLETIC ASSOCIATION.

SECOND: The corporation is organized and shall be operated exclusively for the purposes of: providing safe, healthy youth sports activities; to give encouragement and quality instruction to young people in sports (including but not limited to baseball, basketball, and football), in cooperation with other recognized local, national or international associations; instilling appreciation of athletic competition in accordance with team concepts and the rules of the sport; and promoting and conducting amateur sports competition among young people, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. In connection with the carrying out of any or all of its purposes, the corporation shall be possessed of, and may from time to time exercise, any and all powers conferred upon non stock corporations by Section 13.1 204.1 of the Code of Virginia of 1950, as amended; but the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United states Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

THIRD: The corporation shall have no members.

FOURTH: The affairs of the corporation shall be managed by its Board of Directors. The number of Directors shall be fifteen (15), and they shall be elected by the Directors then in office at the annual meeting of the Board of Directors as follows:

At the initial annual meeting eight (8) Directors shall be elected for a one (1) year term and seven (7) - shall be elected for a two (2) year term. All Directors thereafter shall be elected for a two (2) year term. Directors shall be chosen by a majority vote of those Directors entitled to vote at the annual meeting.

Administrators of Baseball, Softball, Basketball, Football, Cheerleading, and Equipment shall ex-officio Directors. Their term on the board shall commence with their election as Administrators (whenever in the calendar year this may occur) and shall continue until their successors are elected. In the event an elected Director is also chosen as one of the Administrators, his term and position on the Board shall be determined by his being an elected Director and shall have no additional vote as a Director because of his position as an Administrator.

Any vacancy occurring in the initial or subsequent Board of Directors caused by the removal or resignation of a Director prior to the expiration of his normal term shall be filled at the next meeting of the Board of Directors by majority vote of the remaining Directors. Any Director appointed to fill such a vacancy shall serve until the expiration of the term of the Director whose position he was appointed to fill. Two members of the same family or household may not serve on the Board of Directors simultaneously.

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons and/or entities, except that the corporation is authorized to

pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in the second article hereof.

No substantial part of the activities of the corporation shall be attempts to influence legislation by propaganda or otherwise and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, including but not limited to the publication or distribution, or both, of written or printed statements or the making of oral statements on behalf of or in opposition to any such candidate for public office.

The assets of the corporation are dedicated to the purposes expressed in the second article hereof. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as set forth in the second article hereof, to an organization, or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes; or for the purpose of fostering amateur sports competition among young people, and qualifying as exempt organization, or organizations, under Section 501 (c) (3) of the Internal Revenue Code of 1954, or a corresponding provision of any future United States revenue law, as the Board of Directors shall in its sole discretion determine.

Should any of the corporate assets not be disposed of as aforesaid, the Board of Directors shall, by petition filed with the Circuit Court of the County of Chesterfield, request that Court to dispose of such assets exclusively for the purposes enumerated herein to such organization or organizations as the Court shall determine are organized and operated exclusively for such purposes.

SIXTH: The initial registered office is located in the County of Chesterfield and its post office address is 14507 Standing Oak Court, Midlothian, VA 23112. The initial registered agent at that address is Mark S. Allen, who is a resident of the State of Virginia.

SEVENTH: The initial Board of Directors shall consist of eight (8) directors, and the names and addresses of the persons who are to serve as initial directors are:

Mark Allen
14507 Standing Oak Ct.
Midlothian, VA 23112

Bob Humber
5922 Acorn Ridge Ct.
Midlothian, VA 23112

Raymond Keohane
9005 Highgate Hill Dr.
Chesterfield, VA 23832

Jerry Scheib
5713 Grove Forest Ct.
Midlothian, VA 23112

Chuck Orme
6321 Walnut Bend Ter.
Midlothian, VA 23112

Wayne Karcher
5806 Maple Brook Dr.
Midlothian, VA 23112

Chris Rogge
5723 Sandstone Ridge Rd.
Midlothian, VA 23112

Mike Toalson
5708 Sandstone Ridge Rd.
Midlothian, VA 23112

EIGHTH: The corporations may indemnify each director, officer and agent against liabilities (including judgments and fines and reasonable attorney's fees, costs and expenses) incurred by him in connection

with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (any of which is hereinafter referred to as a "proceeding"), to which he may be made a party by reason of his being or having been a director, officer or agent of the corporation, except in relation to any proceeding in which he has been adjudged liable because of willful misconduct, bad faith, or gross negligence involved in the conduct of his office, or in relation to any criminal proceeding in which he had reasonable cause to believe his conduct was unlawful (any of which behavior is hereinafter referred to as misfeasance), provided, however, that even if he is guilty of misfeasance he shall be entitled to such indemnification as shall be finally ordered by a court. In the event, of the disposition of any proceeding in which no determination of misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director or officer acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determinations shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding, (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested directors so directs. Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any director or officer.

Expenses incurred in defending any proceeding may be paid by the corporation in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to indemnification.

Every reference herein to director or officer shall include every director or officer or former director or officer of the corporation and, in all such cases, the heirs, executors, and administrators of such officer or director.

The corporation may further indemnify each officer and director in any other manner permitted by law.

Given under my hand this 9th day of January, 1992.

s/Mark S. Allen