

ARTICLES OF INCORPORATION  
OF  
THE ATHLETICS CONGRESS OF THE AAU

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We hereby associate to form a non-stock, not-for-profit corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

(a) The name of the corporation is The Athletics Congress of the AAU.

(b) The purposes for which the corporation is organized are to encourage the advancement of amateur athletic competition, particularly in the sport of track and field (athletics), by men and women of the United States; to promote participation and competition in that sport; to instruct and train amateur athletes, and improve the calibre of performances by participants in amateur track and field activities; to encourage physical fitness through participation in the sport of amateur track and field; to represent amateur athletics of the United States in such organizations as the United States Olympic Committee and the International Amateur Athletic Federation; and to seek, hold and disburse property or funds, or those contributions received in the form of bequests, legacies, transfers, or gifts, all for the advancement of the previously-described purposes. The corporation will operate exclusively for public health, safety, educational, and charitable purposes, including for such purposes the making of distributions to corporations, trusts, community chests, funds or foundations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue law.

(c) The corporation shall have four classes of members, as follows: (i) delegates from each of the 60 Associations

of the Amateur Athletic Union of the United States, each Association having ten votes; (ii) delegates from organizations which conduct regular national or international programs or competition in the sport of track and field, each such organization having ten votes; (iii) thirty-five at-large delegates from organizations involved in track and field programs and elected by the Executive Board of The Athletics Congress of the AAU, each such delegate being entitled to one vote; and (iv) delegates selected by active track and field athletes, each such delegate being entitled to one vote. The athletes' delegates shall equal 20 percent of the total number of delegates in the Athletics Congress.

(d) The directors of the corporation are to be elected by the members of The Athletics Congress of the AAU.

(e) The post-office address of the initial registered office is: Richard A. Hollander, Room 524, 3600 West Broad Street, P. O. Box 27581, Richmond, Virginia, 23261.

The name of the city in which the initial registered office is located is Richmond, Virginia. The name of its registered agent is Richard A. Hollander, who is a resident of Virginia, a director of the corporation, a member of Virginia State Bar, and whose business office is the same as the registered office of the corporation.

(f) The number of directors constituting the initial board of directors is seven and the names and addresses of the

persons who are to serve as the initial directors are:

Ollan C. Cassell  
AAU House  
3400 West 86th Street  
Indianapolis, Indiana 46268

Richard A. Hollander  
P. O. Box 27581  
Richmond, Virginia 23261

Dr. Evie G. Dennis  
3072 Cook Street  
Denver, Colorado 80205

Mr. George Wilson  
707 East Broad Street  
Falls Church, Virginia 22046

Dr. Leroy T. Walker  
1208 Red Oak Avenue  
Durham, North Carolina 27707

Mr. Robert F. Giegengack  
402A Yale Station  
New Haven, Connecticut 06520

James Carnes  
4400 N.W. 17th Place  
Gainesville, Florida 32601

Dated February 15, 1979

Ollan Cassell

Evie G. Dennis

Leroy T. Walker

James Carnes

Richard A. Hollander

George Wilson

Robert F. Giegengack

INCORPORATORS

AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE ATHLETICS CONGRESS OF THE USA

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1. The present name of the corporation is The Athletics Congress of the USA.

2. The text of each of the amendments adopted by the corporation is:

(i) Delete paragraph (a) of the current Articles in its entirety and , in its place, substitute: (a) The name of the corporation is The Athletics Congress of the USA, Inc.

(ii) Delete paragraph (c) of the current Articles and, in its place, substitute:

(c) The corporation shall have such classes of membership as are now or shall hereafter be set forth in its bylaws. The qualifications for membership required before the corporation confers membership in any membership class and the requirements of the corporation respecting the retention of any such membership shall be those which are now or which hereafter are stated in the by laws of the corporation.

(iii) Delete paragraph (d) of the current Articles in its entirety and, in its place, substitute:

(d) With respect to the directors of the corporation:

(i) The Board of Directors of the corporation shall be composed as follows: The officers of the corporation; the Chairman and one (1) additional member of each Standing Sport Committee described in the corporation's By Laws; the chairman of each Standing Administrative Committee described in the corporation's By Laws; the immediate past chairman of the corporation's International Competition Committee; the immediate past chairman of the corporation's Men's Development Committee; the immediate past chairman of the corporation's Women's Development Committee; the immediate past officers of the corporation, all of the corporation's delegates to and committee members of the International Amateur Athletic Federation; all members of the Executive Board of the United States Olympic Committee from the corporation; one person from each amateur sports organization recognized by the corporation pursuant to Article 5(b) of the corporation's By Laws; five persons elected by and from the membership of the corporation; such additional directors from each of the national organizations recognized by the corporation in Article 5(b)

of the corporation's By Laws as is deemed necessary by the corporation to afford that reasonable direct representation for such organizations as is required by the Amateur Sports Act of 1978, and that number of active athletes elected by and from the active athletes delegates to the corporation which shall be at least 20% (to the next higher number) of the total authorized number of the directors of the corporation.

(ii) All directors elected by the members, except emeritus directors, shall be elected for a term of two years. Directors appointed or elected otherwise than by the entire membership shall be appointed or elected for a term of two years unless the By-laws provide for a longer term not to exceed four years. Emeritus directors shall be elected by the membership, upon the recommendation of the Board of Directors, for lifetime terms. The terms of office of the corporation's directors shall not be staggered.

(iii) All directors to be elected by the membership of the corporation shall be elected by a majority of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present. Whenever a majority of the members of the corporation vote at a duly called meeting thereof to suspend the operation of this paragraph "(d)(iii)" with respect to the election of directors at such meeting, such election shall be by a plurality vote."

(iv) A new paragraph (g) shall be added to the current Articles as follows:

These Articles of Incorporation may be amended exclusively by a two-thirds vote of the members of the corporation at a meeting thereof at which a quorum exists. Whenever at least two thirds of the members of the corporation amend the bylaws of the corporation and, in the opinion of the corporation's legal counsel, such bylaw amendments should also be included in an amendment of these Articles of Incorporation, the act of amending the corporation's bylaws shall also be deemed to be (i) the members' adoption of the same bylaw amendments as amendments to these Articles of Incorporation and (ii) an authorization to execute and file Articles of Amendment in conformity therewith.

3. The date upon which each of the above amendments was

adopted was December 8, 1985.

4. The amendments were approved by the members, each by unanimous consent.

THE ATHLETICS CONGRESS OF THE USA

By L.T. Walker

LeRoy T. Walker

President

# Commonwealth of Virginia



## State Corporation Commission

I Certify the Following from the Records of the Commission:

On December 30, 1992, by amendment of its articles of incorporation, the name of ATHLETICS CONGRESS OF THE USA, INC., THE was changed to USA Track & Field, Inc..

USA TRACK & FIELD, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing. The date of incorporation is February 20, 1979. The articles of incorporation state the corporation forms a non-stock, not-for-profit corporation.

Nothing more is hereby certified.



Signed and Sealed at Richmond  
February 01, 1999  
on this Date:

*Joel H. Beck*

Clerk of the Commission