

RESTATED ARTICLES OF INCORPORATION OF USA TRACK & FIELD, INC.

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We hereby associate to form a non-stock, not-for-profit corporation under Title 13, Chapter 10 of the Code of Virginia, and to that end set forth the following:

- (a) The name of the corporation is USA Track & Field, Inc.
- (b) The purposes for which the corporation is organized are to: (i) Serve as the National Governing Body for the sport of Athletics, which includes track and field, long distance running, cross-country running, road running, race walking, and any other sport discipline recognized by the International Association of Athletics Federations (IAAF); (ii) Encourage the advance of amateur athletic competition, as defined in the Olympic and Amateur Sports Act, or the corresponding provisions of any future United States law, particularly in Athletics, by men and women of the United States; (iii) Promote participation and competition in Athletics; (iv) Instruct and train amateur athletes, and improve the caliber of performances by participants in Athletics activities; (v) Encourage physical fitness through participation in Athletics; (vi) Serve and represent as the National Governing Body for Athletics in the United States in organizations such as the United States Olympic Committee (USOC) and the IAAF; and (vii) 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. These purposes shall include making 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's bylaws shall specify membership classes and the requirements for membership in each class.

(d) The corporation's bylaws shall specify the members' voting rights.

(e) The corporation's bylaws shall specify the number of directors and the method of election or appointment.

(f) The corporation's bylaws may provide for staggering the directors' terms of office by dividing the total number of directors into two groups approximately equal in number, and that directors may serve terms of up to four years. The bylaws may include limitations on the number of terms a director may serve.

(g) Amendments to these Articles of Incorporation must be approved by a two-thirds vote of the Board of Directors, and ratified by a two-thirds vote of a quorum of the membership at an annual meeting, or at a special meeting called to consider amending these Articles. If at least two-thirds of the corporation's members amend the corporation's bylaws and, in the corporation's legal counsel's opinion, the amendment should also be included as an amendment to these Articles of Incorporation, the act of amending the bylaws shall also be deemed to be (i) the members' adopting the same bylaw amendments as amendments to these Articles of Incorporation and (ii) authorizing executing and filing conforming Articles of Amendment.