

**ATTACHMENT TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
USA SWIMMING FOUNDATION, INC.**

ARTICLE I
Purposes and Restrictions

A. The corporation is organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (“Code”). The corporation may carry on any other lawful activity consistent with the provisions of these Articles and the Colorado Revised Nonprofit Corporation Act (“Act”). In furtherance of such purposes, and within the meaning of Section 509(a)(3) of the Code as a Type I supporting organization, the Corporation shall operate exclusively to support and for the benefit of USA Swimming, Inc. d/b/a USA Swimming, a Colorado nonprofit corporation (the “Supported Organization”) and the charitable class benefitted by the Supported Organization, and its successors. More specifically, the corporation's purposes shall be to raise, receive, hold, and manage funds (including, without limitation, contributions, donations, gifts, bequests, insurance proceeds, endorsements, grants, stock, properties, real estate, stock certificates, and any other assets) for the benefit of, and distribution to, the Supported Organization. The corporation shall be permitted to perform every act necessary or incidental to or connected with the furtherance of its exempt purposes. In furtherance of the foregoing, the corporation is authorized, but is not limited to, do the following:

i. To receive, hold, invest, and administer real and personal property, borrow money, and to make expenditures to or for the benefit of the Supported Organization to the extent consistent with the requirements of Code §§ 501(c)(3) and 509(a)(3).

ii. To undertake all activities lawfully open to nonprofit corporations organized under the Act, subject to any restrictions or conditions stated elsewhere in these Articles, to the extent such activities may be conducted by organizations organized and operated exclusively for charitable, educational, and scientific purposes as described in Code § 501(c)(3) and which qualify as a Type I “supporting organization” under Code § 509(a)(3).

iii. To do everything necessary, proper, advisable, and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the Act or by these Articles.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, and no officer or director of the corporation, or any other private individual, shall be entitled to share in any distribution of any corporate assets on dissolution of the corporation or otherwise, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. The corporation shall not participate in or intervene in (including the publishing or distribution of state-

ments) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Code.

C. Upon dissolution of the corporation, all funds remaining after the payment of its debts and obligations shall be distributed to the Supported Organization. If the Supported Organization is no longer in existence, or no longer qualifies for exemption under § 501(c)(3) of the Code, all remaining funds may be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code or shall be distributed to the federal, state, or local governmental entity for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

D. Notwithstanding any other provision of these Articles, if the corporation is at any time a private foundation as defined in §509 of the Code, the following provisions shall apply:

i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to the tax imposed under §4942 of the Code.

ii. The corporation shall not engage in any act of self dealing, as defined in §4941(d) of the Code.

iii. The corporation shall not retain any excess business holdings, as defined in §4943(c) of the Code.

iv. The corporation shall not make any investments in such a manner as to subject it to the tax imposed under §4944 of the Code.

v. The corporation shall not make any taxable expenditures, as defined in §4945(d) of the Code.

vi. The corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE II

Elimination of Certain Liabilities of Directors

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) any breach of the director's duty of loyalty to the corporation; (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) the director's assent to or participation in a loan by the corporation to any director or officer of the corporation; or (d) any transaction in which the director received improper personal benefit. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any

right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE III

Voting Member/Board of Directors

A. **Voting Members**. The corporation shall have one voting member, which is the Supported Organization. The corporation shall have no capital stock.

B. **Board of Directors**. Except as otherwise provided in the Act, these Articles of Incorporation or the Bylaws of the corporation, the management of the affairs of the corporation shall be vested in a Board of Directors. The number of directors, their classifications, if any, their terms of office and the manner of their election shall be as set forth in the Bylaws.

ARTICLE IV

Bylaws

The bylaws of the corporation shall be as adopted by the Board of Directors. Except to the extent limited by the Act, the Board of Directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws as set forth in the bylaws. The Supported Organization shall have the authority to approve any amendment to the bylaws that impact its rights or obligations. The bylaws of the corporation may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any member, director, or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE V

Amendment to Articles of Incorporation

These Articles may be altered, amended, or repealed, in whole or in part, and new Articles may be adopted by the Board of Directors; provided, however, that the Supported Organization shall have the authority to approve any amendment to these Articles that impact its rights or obligations and that these Articles may only be amended or altered in a manner which would not disqualify the corporation under §501(c)(3) and § 509(a)(3) of the Code.