

TO THE DEPARTMENT OF STATE:

ARTICLES OF INCORPORATION

NATIONAL ASSOCIATION OF AMATEUR OARSMEN
OF THE UNITED STATES

The undersigned, four of whom are residents of the Commonwealth of Pennsylvania, and all of whom are citizens of the United States of full age, being desirous of incorporating the National Association of Amateur Oarsmen of the United States, as a non-profit corporation, pursuant to the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Non-Profit Corporation Law", approved May 5, 1933, as amended, do hereby declare, set forth and certify as follows:

ARTICLE I

The name of the corporation is the National Association of Amateur Oarsmen of the United States.

ARTICLE II

The location and post office address of the initial registered office in this Commonwealth is 4 Boathouse Row, Philadelphia, Pennsylvania.

ARTICLE III

The corporation is organized exclusively for charitable, educational and scientific purposes as defined and limited by § 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to:

1. To represent the amateur oarsmen of the United States of America with respect to:

(a) Promoting an educational program devoted to the development of amateur rowing as a means of athletic competition and attainment of physical fitness;

(b) Establishing classifications and rankings for competitions,

promulgating general rules and regulations for the sport of rowing; and sanctioning regattas run in accordance with these rules and regulations;

(c) Conducting an annual national championship regatta and promoting interests through competition in this and similar events; and

(d) Extending representation through active member organizations.

2. To receive money and other property, real, personal or mixed, by gift, devise, bequest, dues or otherwise, to apply the same both as to principal and income in furtherance of the foregoing and related educational, scientific and charitable purposes.

The Association shall not be conducted or operated for profit, and no part of its net earnings shall inure to the benefit of any member or individual, nor shall any of its net earnings or any of its profits or assets be used other than for its declared purposes. No substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Association participate in or otherwise intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

The corporation shall not carry on any activity not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under § 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under §170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

The corporation is to have perpetual existence.

ARTICLE V

The names, places of residence and post office addresses of the incorporators are:

Ernest H. Bayer, 718 Hendren Street, Philadelphia, Pennsylvania
19128

H. Boyce Budd, Jr., 52 Both Lane, Haverford, Pennsylvania
19041

John B. Kelly, Jr., 1720 Cherry Street, Philadelphia,
Pennsylvania, 19103

Thomas Kerr, Jr., 116 East Gorgas Lane, Philadelphia,
Pennsylvania, 19119

William J. Knecht, 505 Chews Landing Road, Haddonfield,
New Jersey 08033

Cornelius Peterson, 27 Olde Village Road, Acton, Massachusetts,
01720

ARTICLE VI

The names and addresses of the persons who are to act as
Directors until the election of their successors are:

John A. Bergen, 34 W. Gowen Avenue, Philadelphia,
Pennsylvania 19119

Oliver Brundage, 1110 20th Street, Parkersburg, West
Virginia 26102

Charles S. Butt, Jr., 977 Spencer Road, McLean, Virginia 22101

Lloyd Dahmen, 84 State Street, Boston, Massachusetts, 02109

Richard D. Erickson, 9307 236th Street, S. W., Edmonds,
Washington 98020

Jack Frailey, 9 Martha's Pt. Road, Concord, Massachusetts
01742

F. A. Geiger, Royal Manhattan Hotel, 8th Avenue and 44th Street,
New York, N. Y. 10036

Robert Hillen, 4351 Le. Bourget Avenue, Culver City,
California 90230

John Hutton, 681 Covington, Detroit, Michigan 48203

P. Anthony Johnson, Ray Tompkins House, Yale University,
402A Yale Station, New Haven, Connecticut 06520

Edward K. McCagg, 511 Central Bldg., Seattle, Washington 98104

Martin B. McNair, University of California, Berkeley,
California 94720

Victor H. Michalson, 258 India Street, Providence, R. I. 02912

Harry L. Parker, 9 Warren Street, Winchester, Massachusetts
01890

W. Hart Perry, Jr., Kent School, Kent, Connecticut 06757

Allen Rosenberg, 415 Cobbs Hill Drive, Rochester, N. Y. 14610

Donald M. Spero, 1801 Cuydesdale Place, N. W., Washington, D.C. 20009

William A. Stowe, #400 John Jay Hall, Columbia University, New York, N. Y. 10027

Robert G. Uih, 74 Willow Lane, Tonawanda, New York 14156

In the event of liquidation, dissolution or termination of the association, whether voluntary or involuntary or by operation of law, its property or other assets, or any proceeds thereof, shall be distributed to such non-profit organizations which shall be exempt from Federal Income Taxes under §501 (c) (3) of the Internal Revenue Code or such corresponding section or sections as may be from time to time in force, as the members of the association, by majority vote thereof, shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the members of the association.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 27 day of November, 1970.

Ernest H. Bayer (Seal)
 ERNEST H. BAYER

H. Boyce Budd, Jr. (Seal)
 H. BOYCE BUDD, JR.

John B. Kelly, Jr. (Seal)
 JOHN B. KELLY, JR.

Thomas Kerr, Jr. (Seal)
 THOMAS KERR, JR.

William J. Knecht (Seal)
 WILLIAM J. KNECHT

Cornelius Peterson (Seal)
 CORNELIUS PETERSON

APPROVED and filed in the Department of State on the 29th day of December, 1970, A.D.

Leslie L. Kelly
 SECRETARY OF THE COMMONWEALTH

APPLICANT'S ACC'T NO.

DSCB: 15-7321 (Rev. 11-72)

Filing Fee: None when accompanying any other filing; otherwise \$40
SOR-71

Certificate of Summary
of Record—
Domestic Nonprofit Corporation

81-65 1468

(Line for numbering)
245169

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 6th day of
October, 1981

Commonwealth of Pennsylvania
Department of State

William R. Davis

Secretary of the Commonwealth

(Box for Certification)

jw

In compliance with the requirements of 15 Pa. S. §7321 (relating to filing of certificate of summary of record by corporations incorporated prior to 1973), the undersigned entity, desiring to file a document in the Department of State under the Nonprofit Corporation Law of 1972 (15 Pa. S. §7301 *et seq.*), or to secure from the Department any certificate to the effect that the corporation is a corporation duly incorporated and existing under the laws of this Commonwealth or a certified copy of the Articles of the corporation, does hereby certify that:

1. The name of the corporation is:

National Association of Amateur Oarsmen of the United States

2. The location of its registered office in this Commonwealth is: (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department)

4 Boathouse Row

(NUMBER)

(STREET)

Philadelphia

(CITY)

Pennsylvania

19130

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Act of Assembly known as "Non-Profit Corporation Law" approved May 5, 1933,
as amended.

4. The corporation was originally incorporated on 12/29/70 under the following name:

(DATE)

National Association of Amateur Oarsmen of the United States

The corporation was incorporated by (check and complete one of the following):

Special act as set forth in Paragraph 3 above.

Decree of _____
(NAME OF COURT)

entered on _____
(DATE)

Letters patent duly granted on _____
(DATE)

Filing of Articles of Incorporation
(ARTICLES OF INCORPORATION, ASSOCIATION, ETC.)

in the Pennsylvania Department of State

(NAME OF DEPARTMENT OF STATE OR OTHER PUBLIC OFFICE)

5. The original Articles were recorded on 12/29/70 in the following place:
(DATE)

3-1-71.14, pp. 50-53 - PA. Dept. of State

6. (Check, and if appropriate, complete one of the following):

- This certificate is being delivered to the Department of State contemporaneously with amended and restated Articles of the corporation filed under the NPCL.
- The currently effective Articles of the corporation are filed or recorded as follows and the text of such currently effective Articles is set forth in full in Exhibit A attached hereto and made a part hereof (except any of such text which appears of record in the Department of State, which text is incorporated herein by reference to the records of the Department pursuant to 19 Pa. Code §29.51(b)):

Articles of Incorporation filed with PA. Department of State on 12/29/70, in Volume 3-1-71.14, pp. 50-53.

7. (Check, and if appropriate, complete one of the following):

- The corporation has never adopted any name other than its original name and its current name.
- Each name by which the corporation was known, other than its original name and its current name, and the date or dates on which each change of name of the corporation became effective, are as follows:

NAME

EFFECTIVE DATE OF ADOPTION

IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this

19th day of August 19 81

National Association of Amateur Oarsmen of the United States

(NAME OF CORPORATION)

By:

William M. Hollenback, Jr.
(SIGNATURE)

William M. Hollenback, Jr., President

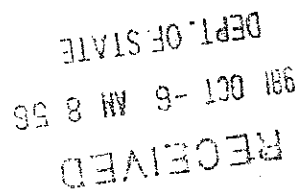
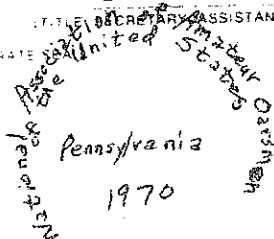
(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

G. Tully Vaughan
(SIGNATURE)

G. Tully Vaughan, Executive Secretary

(TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)



APPLICANT'S ACCT NO.

DSCB: 15-7905 (Rev. 11-72)

Filing Fee: \$40
AN-11

Articles of
Amendment—
Domestic Nonprofit Corporation

82-01 1422

(Line for numbering)

722503

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 31st day of December, 1981.
Commonwealth of Pennsylvania
Department of State
Effective: 11:59 P.M.

William C. Davis

Secretary of the Commonwealth

(Box for Certification)

pjd

In compliance with the requirements of 15 Pa. S. §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:

National Association of Amateur Oarsmen of the United States

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

4 Boathouse Row

(NUMBER)

(STREET)

Philadelphia

(CITY)

Pennsylvania

19130

(ZIP CODE)

3. The statute by or under which it was incorporated is:

The Pennsylvania Nonprofit Corporation Law, 1933 P.L. 289, as amended.

4. The date of its incorporation is December 29, 1970

5. (Check, and if appropriate, complete one of the following):

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

The amendment shall be effective on:

December 31, 1981 at 11:59 P.M.

(DATE)

(HOUR)

6. (Check one of the following):

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

The amendment was adopted by the board of directors pursuant to 15 Pa. S. §7904(b).

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

"RESOLVED, that Article I of the Association's Articles of Incorporation be amended so as to change the name of the Association to United States Rowing Association."

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 30th day of December, 1981.

National Association of Amateur Oarsmen of
the United (NAME OF CORPORATION) States

By:

William M. Hollenback, Jr.
William M. Hollenback, Jr.
President

(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

National Association of Amateur Oarsmen of
the United States
1970
Pennsylvania
Attest to

G. Tully Vaughan
(SIGNATURE)

G. Tully Vaughan
Executive Secretary
(TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.
- D. 15 Pa. S. §7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

SO: E 11.16.81

9826-1253

APR 03 1998

Microfilm Number

Filed with the Department of State on

Entity Number

722503

[Signature]
Secretary of the Commonwealth

ANNUAL STATEMENT-NONPROFIT CORPORATION

DSCB:15-5110 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5110 (relating to annual report), the undersigned domestic or qualified foreign nonprofit corporation, hereby states that:

1. The name of the corporation is:

THE UNITED STATES ROWING ASSOCIATION

2. The address of its principal office is:

201 South Capitol (Suite 400)	Indianapolis	Indiana	46225	Marion
Number and Street	City	State	Zip	County

3. The names and titles of the persons who are its principal officers are:

Names	Titles
David Vogel	President
Linda Leger	Vice-President
Mike Hurley	Vice-President
Ronald Chen	Secretary
Tiff Wood	Treasurer

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Annual Statement to be signed by a duly authorized officer thereof this 31st day of March, 19 98.

THE UNITED STATES ROWING ASSOCIATION

(Name of Corporation)

By:

[Signature]
Secretary

BY:
(Signature)

TITLE:

DSCB:15-5110 (Rev 90)-2

DEPT OF STATE
APR 03 1998

Microfilm Number _____ 200023-1452

Filed with the Department of State on MAR 22 2000

Entity Number 722503

Kim Fuzzenjullh
Secretary of the Commonwealth *JK*

ANNUAL STATEMENT-NONPROFIT CORPORATION

DSCB:15-5110 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5110 (relating to annual report), the undersigned domestic or qualified foreign nonprofit corporation, hereby states that:

1. The **name** of the corporation is: THE UNITED STATES ROWING ASSOCIATION

2. The **address** of its principal office is:
201 South Capitol (Suite 400) Indianapolis Indiana 46225 Harrison
Number and Street City State Zip County

3. The **names** and **titles** of the persons who are its principal officers are:

Names	Titles
<u>Lawrence Terry</u>	<u>President</u>
<u>Ronald K. Chen</u>	<u>Secretary</u>
<u>Christopher Wood</u>	<u>Treasurer</u>

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Annual Statement to be signed by a duly authorized officer thereof this 20th day of March, 2000.

UNITED STATES ROWING ASSOCIATION
(Name of Corporation)

BY: *Ronald Chen*
(Signature)

TITLE: Secretary

MAR 22 2000

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Statement of Change of Registered Office (15 Pa.C.S.)

Entity Number

722503

- Domestic Business Corporation (§ 1507)
- Foreign Business Corporation (§ 4144)
- Domestic Nonprofit Corporation (§ 5507)
- Foreign Nonprofit Corporation (§ 6144)
- Domestic Limited Partnership (§ 8506)

Name

c/o Corporation Service Company

Address

2704 Commerce Drive

City

Harrisburg

State

PA

Zip Code

17110

Document will be returned to the name and address you enter to the left.

←

Fee: \$52

Filed in the Department of State on

APR 19 2002

C. Michael Stewart

Secretary of the Commonwealth

ACTING

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:

UNITED STATES ROWING ASSOCIATION

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
4 Boathouse Row	Philadelphia	PA	19130	Philadelphia

(b) Name of Commercial Registered Office Provider

County

c/o:

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

Number and street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: Corporation Service Company

Dauphin

Name of Commercial Registered Office Provider

County

2002039-416

DSCB:15-1507/4144/5507/6144/8506-2

4. *Strike out if a limited partnership:*

Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer thereof this

17 day of April 2002

UNITED STATES ROWING ASSOCIATION

Name of Corporation/Limited Partnership

John H. Dowe

Signature

Executive Director

Title

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Entity Number

722503

Annual Statement-Nonprofit Corporation
(15 Pa.C.S. § 5110)

Name

United States Rowing Association

Address

201 South Capitol (Suite 400)

City

Indianapolis

State

Indiana

Zip Code

46225

Document will be returned to the name and address you enter to the left.

←

Fee: None

Filed in the Department of State on

JAN 24 2005

Recho A. Cantas

Secretary of the Commonwealth

[Signature]

In compliance with the requirements of 15 Pa.C.S. § 5110 (relating to annual report), the undersigned domestic or qualified foreign nonprofit corporation, hereby states that:

1. The name of the corporation is:

UNITED STATES ROWING ASSOCIATION

2. The address of its principal office is:

201 South Capitol (Suite 400), Indianapolis, IN 46225

Marion

Number and street

City

State

Zip

County

3. The names and title of the persons who are its principal officers are:

Names	Titles
Donovan A. Langford III	President
Ronald K. Chen	Vice-President
Cristine Collins	Vice-President
Thomas Fuller	Treasurer
Barbara Kirch Grudt	Secretary

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Annual Statement to be signed by a duly authorized officer thereof this 14 day of January, 2005.

UNITED STATES ROWING ASSOCIATION

Name of Corporation

[Signature]
Signature

Title

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

April 11, 2006

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

UNITED STATES ROWING ASSOCIATION

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

STMARTZ