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RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION
OF THE
NATIONAL ASSOCIATION OF SPORTS COMMISSIONS
A NONPROFIT CORPORATION

Preamble

The undersigned, being a natural person of the age of twenty-one years or more, acting as incorporator for the purpose of creating a nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act," hereby sets forth:

Article I

The name of the corporation is the NATIONAL ASSOCIATION OF SPORTS COMMISSIONS.

Article II

The period of duration of the corporation shall be perpetual.

Article III

The purposes for which the corporation is organized are:

1. To raise the level of professionalism and participation in the sports commission industry through an ongoing educational effort.
2. To foster and promote regional, national, and international amateur sports competitions, participation, and activities.
3. To serve as a vehicle for the systematic exchange of information pertinent to the sports commission industry.
4. To exert its collective influence in matters which may impact the national or international sports commission industry.
5. To position the sports commission industry as an important economic generator in member communities.
6. To provide members with special opportunities to market their communities as sports event and organization destinations.

7. To educate the public on the sports commission industry and the economic, public relations, health, fitness, and recreational value of youth and adult sports; amateur sports; sporting events, facilities and activities.
8. To support amateur sports and the Olympic Movement in the United States, and to become recognized by the United States Olympic Committee as a Group B community-based multi-sports organization.
9. To cooperate with and assist other organizations having purposes or objectives in whole or in part similar to that of the corporation.
10. To do any other lawful, charitable and educational activity that qualifies under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 105-125 and Section 105-130.11(a)(3) of the General Statutes of North Carolina as being a charitable or educational purpose and activity.
11. The purposes of the corporation shall be limited so that it will be an exempt charitable and educational corporation pursuant to Section 501(c)(3) of the Code and Section 105-125 and Section 105-130.11 of the General Statutes of North Carolina, or the corresponding provision of any future revenue law.

Article IV

The corporation shall have members.

Article V

The name and address of the incorporator is: Hill Carrow, 3900 Barrett Drive, P.O. Box 19324, Raleigh, NC 27619.

Article VI

The registered agent of the corporation shall be Hill Carrow, 3900 Barrett Drive, Suite 207, Raleigh, Wake County, NC 27609. The initial registered office of the corporation is 3900 Barrett Drive, Suite 207, Wake County, Raleigh, NC 27609.

Article VII

The number of directors constituting the initial Board of Directors shall be (14) and the names and addresses of the persons who are to serve as Directors until their successors be elected and qualified are:

Hill Carrow, 3900 Barrett Drive, Suite 207, Raleigh, NC 27609
Mike Millay, 1520 Sugar Bowl Drive, New Orleans, LA 70112
Laurence Hulbert, 736 Market Street, Chattanooga, TN 37401
Don Schumacher, 2368 Victory Pkwy., Ste. 300, Cincinnati, OH 45206

Matt Scheckner, 787 7th Avenue, 19th Floor, New York, NY 10019
Mike Dyer, 100 S. Fourth Street, Suite 500, St. Louis, MO 63102
Dennis Gann, 801 Fourth Street, Sioux City, IA 51101
Kevin Gray, 800 Westport Road, Kansas City, MO 64111
Lisa Hanson, 750 Commerce Drive, Suite 200, Decatur, GA 30030
Diane Hovenkamp, 1515 Market St., Ste. 2020, Philadelphia PA 19102
Gloria Ray, 900 East Hill Avenue, Suite 480, Knoxville, TN 37923
David Schmidt, 8042 Wurzbach, Suite 540, San Antonio, TX 78229
Tom Ward, 317 South Greene Street, Greensboro, NC 27401
Dan Quandt, 1221 North Street, Suite 320, Lincoln, NE 68508

Article VIII

No Director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a Director with respect to (i) acts or omissions that the Director at the time of such breach knew or believed were clearly in conflict with the best interests of the Corporation, (ii) any liability under Sections 55A-28.1 and 55A-28.1A of the North Carolina General Statutes or any successor provisions, (iii) any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date of the effectiveness of these Articles of Incorporation. As used in this Article, the term "improper personal benefit" does not include a Director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a Director, officer, employee, independent contractor, attorney, or consultant of the Corporation.

Furthermore, notwithstanding the foregoing provision, in the event that Chapter 55A or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the Corporation's Directors, such liability shall be limited or eliminated to the fullest extent permitted by the applicable law.

This article shall not affect a charter or bylaw provision or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

Article IX

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, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments for lawful debts and expenditures for the exempt purposes of the corporation, or organization to assist in carrying out its exempt purposes.

Article X

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article XI

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170 (c)(2) of the Code or corresponding sections of any future Federal internal revenue laws, or to the Federal, State, or Local Government for exclusively public purposes. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future Federal internal revenue law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code or any corresponding provisions of any future Federal internal revenue law.

This the 8th day of October, 1992

Hill Carrow

Hill Carrow, Incorporator

State of NORTH CAROLINA
County of WAKE

This is to certify that on this 8th day of October, 1992, before me, a notary public, personally appeared Hill Carrow and _____ each of whom, being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized to sign, and that the statements therein contained are true.

Witness my hand and official seal, this 5th day of October, 1992.

Suzanne Andrews
Notary Public

My Commission Expires: 10-24-94