



Arkansas Secretary of State

Charlie Daniels

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

CERTIFICATE OF GOOD STANDING

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show

ARKANSAS SWIMMING, INC.

authorized to transact business in the State of Arkansas as a Non-Profit Corporation, filed Articles of Incorporation in this office February 08, 1982.

Our records reflect that said entity, having complied with all statutory requirements in the State of Arkansas, is qualified to transact business in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 11th day of August 2004.

A handwritten signature in cursive script that reads "Charlie Daniels".

Charlie Daniels
Secretary of State

By:

A handwritten signature in cursive script that reads "tsburnett".

tsburnett

IN THE CIRCUIT COURT OF PULASKI COUNTY, ARKANSAS

IN THE MATTER OF THE INCORPORATION OF
ARKANSAS SWIMMING, INC.

Case No. CIV-82-0325

FILED

FEB 8 1982

ORDER

PAUL RIVIERE
SECRETARY OF STATE

By PM

Now on this 26th day of January, 1982, there 22/9

is presented to the Court the Petition of Paul Blair, Rusty Wright, Kent Kirchner, John Garrett, Beth Lavey, Valerie Gattini, and Roy Gean, Jr., petitioning the Court for an Order declaring and constituting the Arkansas Swimming, Inc., a body politic and corporate under Arkansas law, and the Court having examined the Petition, and heard evidence in support thereof, and having examined the Articles of Incorporation presented and attached to said Petition, being well and sufficiently advised in the premises, finds:

That the proposed corporation is not for profit, and that it is organized for the establishment of a charitable organization. That said corporation is authorized by the laws of the State of Arkansas pertaining to nonprofit corporations, and that Petitioners have fully complied with said laws, and said Petition should be granted. That no part of the net earnings of the corporation shall inure to the benefit of or be distributable to any members, 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 and distributions in furtherance of the purposes set forth pertaining to non-profit corporations, that is, for charitable, religious, educational, and scientific purposes. That 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 any political campaign on behalf of any candidate for public office.

The Court further finds that the provisions of the Articles of Incorporation provide that the corporation shall not carry on any other activities not permitted to be carried on (a) by corporations exempt from Federal income tax under the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under the Internal Revenue Code of 1954.

The Court further finds that the Articles of Incorporation of the proposed Arkansas Swimming, Inc. provide that upon the dissolution of the corporation, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations that are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the corporation shall determine.

IT IS, THEREFORE, CONSIDERED, ORDERED, AND ADJUDGED that Arkansas Swimming, Inc. is hereby declared to be a body politic and corporate with the name and style aforesaid, with all the powers, privileges, and immunities provided in the laws of the State of Arkansas pertaining to non-profit corporations.

CERTIFICATE OF
CIRCUIT JUDGE

State of Arkansas)
County of Pulaski) ss

1-26-82.

I, Jacquetta Alexander, Clerk of the Circuit Court, within and for the County and State aforesaid, do hereby certify that the foregoing is a true and correct copy of the _____
_____ on file in this office in the above entitled cause.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court this _____ day of _____
19__

Jacquetta Alexander, Circuit Clerk

SIXTH DAY OF
Judge John Longston

IN THE CIRCUIT COURT FOR PULASKI COUNTY, ARKANSAS

IN THE MATTER OF THE INCORPORATION OF
ARKANSAS SWIMMING, INC.

32- 0323

PETITION FOR APPROVAL OF NON-PROFIT CORPORATION

Come the undersigned, incorporators of the Arkansas Swimming, Inc., a non-profit corporation, with its principal place of business at Little Rock, Arkansas, and for its Petition, alleges and states:

1. That attached hereto are Articles of Incorporation setting forth the matters required by the laws of the State of Arkansas, and said Articles are made a part hereof by reference.

2. That the incorporation is for a lawful purpose and petitioners feel it is in the best interest of the public that the Court approve the incorporation of Arkansas Swimming, Inc., as a non-profit corporation under the laws of this State.

Wherefore, petitioners pray that the Court approve an incorporation of Arkansas Swimming, Inc., as a non-profit corporation under the laws of the State of Arkansas.

Paul Blair

Paul Blair

Rusty Wright

Rusty Wright

Kent Kirchner

John Garrett

John Garrett

John R. Southland

Beth Lavey

Valerie Gattini

Valerie Gattini

Roy Gear, Jr.

Roy Gear, Jr.

CERTIFICATION

State of Arkansas
County of Pulaski } 35

I, Jacqueline Alexander, Clerk of the Circuit Court, within and for the County and State aforesaid, do hereby certify that the foregoing is a true and correct copy of the
Petition on file in this office in the above entitled cause.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court this 1 day of Feb 19 82

STATE OF ARKANSAS)
) SS
COUNTY OF PULASKI

Come Paul Blair, Rusty Wright, Kent Kirchner, John Garrett, Beth Lavey, Valerie Gattini, and Roy Gean, Jr. who are the incorporators of the Arkansas Swimming, Inc., and after having read the above and foregoing Petition, including the attachment thereto, do after being first duly sworn, verify under oath that they same is true and correct to the best of their knowledge and belief.

DATED this 18th day of December, 1981.

Paul Blair
Paul Blair
Rusty Wright
Rusty Wright
Kent Kirchner
Kent Kirchner
John Garrett
John Garrett
John R. Southerland
Beth Lavey
Valerie Gattini
Valerie Gattini
Roy Gean, Jr.
Roy Gean, Jr.

Subscribed and sworn to before me this 18th day of
December, 1981.

Steve H. Weisenbach
Notary Public

Commission Expires:

November 26, 1989

82- 0323

ARTICLES OF INCORPORATION
OF
ARKANSAS SWIMMING, INC.

(A Non-profit Corporation)

The undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation under the Arkansas Business Corporation Act (Act 176 of 1963, as amended), adopt the following Articles of Incorporation:

I

The name of the Corporation is the Arkansas Swimming, Inc.

II

The period of duration is perpetual.

III.

The purposes for which the Corporation is organized are:

(A) "Said corporation is organized exclusively for charitable, educational and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)".

(B) To do any and all acts permitted by the laws of the State of Arkansas to corporations, including all things necessary to the attainment of its purposes, as fully and to the same extent as natural persons lawfully might or could do consistent with the law.

IV

That the address of its principal place of business is II, Huntington Drive in Little Rock, Arkansas, 72202, and the name of its registered agent is Paul Blair.

V

That the number of directors shall be six, who shall serve for three years. That the directors constituting the initial board are as follows:

Paul Blair
Paul Blair
Kent Kirchner
Kent Kirchner
John R. Southerland
Beth Levey

Rusty Wright
Rusty Wright
John Garrett
John Garrett
Valerie Gattini
Valerie Gattini

VI

The name and address of each incorporator is as follows:

- | | |
|---|---|
| (1) Paul Blair
#1 Huntington Drive
Little Rock, Arkansas 72202 | (2) Rusty Wright
YWCA-1200 Cleveland Ave.
Little Rock, Arkansas 72204 |
| (3) Kent Kirchner
P.O. Box 3255
Fort Smith, Arkansas 72903 | (4) John Garrett
1601 Shumate Drive
Little Rock, Arkansas 72212 |
| (5) Beth Levey
501 North Bryan
Little Rock, Arkansas 72207 | (6) Valerie Gattini
4000 Mount Vernon Drive
Little Rock, Arkansas 72116 |
| (7) Roy Gean, Jr.
5621 Free Ferry Road
Fort Smith, Arkansas 72903 | |

VII

That the internal affairs of the Corporation shall be regulated and governed by the rules and regulations as are from time to time determined and passed.

VIII

The corporation shall at all times and in every activity comply with section 501(c) (3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 and distributions in furtherance of the purposes set forth in Article III hereof. 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 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 the Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

DATED this 18th day of December, 1981.

INCORPORATORS

Paul Blair
Paul Blair

Kent Kirchner
Kent Kirchner

John R. Southerland
Beth Lavey

Rusty Wright
Rusty Wright

John Garrett
John Garrett

Valerie Gattini
Valerie Gattini

Roy Gean, Jr.
Roy Gean, Jr.

STATE OF ARKANSAS)
COUNTY OF SEBASTIAN) SS

Subscribed and sworn to before me this 18th day of
December, 1981.

Sue H. Weisenbach
Notary Public

My Commission Expires:

November 26, 1982

CERTIFICATION

State of Arkansas }
County of Pulaski } SS

I, Jacquetta Alexander, Clerk of the Circuit Court, within
and for the County and State aforesaid, do hereby certify
that the foregoing is a true and correct copy of the Articles
of Incorporation on file in this office in the above
entitled cause.

In Testimony Whereof, I have hereunto set my hand and
affixed the seal of said Court this 1 day of Feb
19 82.

Jacquetta Alexander, Circuit Clerk

By: Maue A. [Signature]
Deputy Clerk

CONSTITUTION OF
ARKANSAS SWIMMING, INC.

I

NAME

The name of this corporation shall be known as Arkansas Swimming, Inc.

II

LOCATION

This corporation shall have as its location in the City of Little Rock, Arkansas, #1 Huntington Drive, or any other place that the corporation may vote as the location of the corporation.

III

OFFICERS AND BOARD OF DIRECTORS

The officers of said corporation shall consist of a President, Vice-President, Secretary and Treasurer and the Board of Directors of said corporation shall be composed of six persons, each of whom shall serve for a period of three years or until a successor is elected and whose term shall alternately expire in three years after the next annual meeting following such three-year term of office. The officers of the corporation shall be elected annually by the Board following the annual meeting.

IV

ANNUAL MEETING

The annual meeting for the members shall be held on the Saturday of the annual Summer age group championship in each year and such meeting shall be held at the site of said championship or at such place designated in the notice of annual meeting as set by the Board of Directors, which notice shall be sent by the Secretary at least ten days before the meeting notifying the members of the date, time and place of meeting. Two board members shall be elected each year and such other business shall be conducted at the annual meeting as the Board shall submit to the members.

V

QUORUM

The majority of the Board of Directors present at any Board meeting shall constitute a quorum for the purpose of carrying out the business of the Board of Directors in transacting the business of the corporation.

VI

SPECIAL MEETINGS

Special Board meetings may be called by the President of the Board of Directors by giving two weeks notice in writing to the members of the Board of Directors of the time, date and place of such special meeting or such meeting may be called by any four directors who sign a notice calling for such meeting after giving the notice as hereinabove required.

VII

MEMBERSHIP

The members of the corporation shall be those who comply with the requirements of membership as established by resolution of the Board of Directors.

VIII

PROPERTY

The corporation may own real and personal property in the name of the corporation and the same may be sold in the manner and form of selling corporate property under the laws of the State of Arkansas, and shall receive gifts, legacies or devises to be expended and used in carrying out the purpose of the corporation.

IX

AMENDMENTS

The Articles of Incorporation may be amended by a majority vote of the Board of Directors present at any meeting of the Board and such amendments so enacted shall be filed with the Secretary of State of Arkansas, within 30 days after their passage. This Constitution may be amended by a majority vote of the Board of Directors at any meeting of the Board.

X

ORDER OF BUSINESS

The corporation shall use Roberts Rules of Order for the order of business at the meetings of said corporation, or Board of Directors, except as they may be amended by a majority vote of the Board of Directors present at any meeting of the corporation.

County of _____ ss

I, Jacquetta Alexander, Clerk of the Circuit Court, within and for the County and State aforesaid, do hereby certify that the foregoing is a true and correct copy of the constitution as the same is in force in the above entitled case.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of said Court this 1 day of Feb 19 82.

Jacquetta Alexander, Circuit Clerk

By: Diane White

Deputy Clerk

FILED

FEB 9 1982

PAUL RIVIERE
SECRETARY OF STATE

B. Ph