

JAN 28 1982

ARTICLES OF INCORPORATION
OF
SOUTHWESTERN SWIMMING, INC.

, Corporation Division

We, the undersigned natural persons of the age of twenty-one (21) years of age and citizens of the State of Texas, acting as incorporator of a corporation under the Texas Non Profit Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is SOUTHWESTERN SWIMMING, INC.

ARTICLE II

The corporation shall be a non-profit corporation and no individual or collective member shall ever own any realty or personality in their own right. Upon dissolution, the net assets of the corporation will not inure to the benefit of any private individual or corporation, but will be distributed to United States Swimming, Inc., to be used exclusively for educational or charitable purposes, or, if United States Swimming, Inc. is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the Internal Revenue Code and to which contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) thereof, such assets shall be distributed to such a corporation, to be used exclusively for educational or charitable purposes.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose for which this corporation is organized is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of the State of Texas, as they may be amended from time to time.

Said corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1954, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

1. The objectives of the corporation shall be:

- (a) The encouragement of systematic exercise and education for all classes of individuals who desire to participate in athletics and wholesome recreational sports.
- (b) The improvement and promotion of swimming and other aquatic sports among those who engage in sport solely for the pleasure and physical, mental or social benefits they derive therefrom, and to whom sport is nothing more than an avocation.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 and distributions in furtherance of the purposes set forth above. Notwithstanding any other provisions 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 section 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law; or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

3. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
5. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
6. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
7. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
8. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.
9. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by the action of the members shall be vested and reserved to the members. In addition to any method prescribed by the Texas Revised Civil Statutes, a special meeting may be called by any two (2) executive officers, or in accordance with any provisions in the bylaws approved and adopted by a majority of the membership. The right of members, or classes of members, to vote may be limited, enlarged or denied by the bylaws if approved and adopted by a majority of the membership (any reasonable time prior to any specific vote).

Subject to the limitations fixed in the Texas Revised Civil Statutes relative to the persons constituting the initial Board of Directors, the bylaws shall fix the number of directors, the manner of their election and term of office, all to be approved by a majority of the membership. A director may not be removed from office except under the establishment of misfeasance, malfeasance, or nonfeasance, as determined by a majority of the members, or on provisions set forth in the bylaws approved and adopted by a majority of the members.

ARTICLE V

The street address of the initial registered office of the corporation is 4324 Westdale Drive, Fort Worth, Texas 76109, and the name of its original registered agent at such address is William N. Strassburger.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is seven (7) and the names and addresses of the persons who are to serve as the initial directors are:

William N. Strassburger	4324 Westdale Drive, Fort Worth, TX 76109
Jean Allen	2901 Bedfordshire Lane, Plano, TX 75075
Roger VanDuyne	16702 Loch Maree Lane, Dallas, TX 75248
Berry Hamilton	2939 Harlee, Dallas, TX 75234
Chris MacCurdy	2600 Forestcrest, Plano, TX 75075
Ron Greenwood	1300 Cheyenne, Richardson, TX 75080
Ev Hallenbeck	1503 Field Cove, Plano, TX 75023

ARTICLE VII

The name and street address of each incorporator is:

William N. Strassburger	4324 Westdale Drive, Fort Worth, TX 76109
Linda D. Strassburger	4324 Westdale Drive, Fort Worth, TX 76109
Lucky Foreman	2242 Irwin, Fort Worth, TX 76110

IN WITNESS WHEREOF, I have hereunto set my hand this

the 26th day of JANUARY

, 1982.

William N. Strassburger
William N. Strassburger

Linda D. Strassburger
Linda D. Strassburger

Lucky Foreman
Lucky Foreman

THE STATE OF TEXAS)
COUNTY OF TARRANT)

I, Diane Schriener, a Notary Public, do hereby certify that on this the 26th day of JANUARY, 1982, personally appeared before me William N. Strassburger, Linda D. Strassburger, and Lucky Foreman, who being known by me first duly sworn and placed upon their oath, state severally that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

Diane Schriener
NOTARY PUBLIC IN AND FOR TARRANT COUNTY, TEXAS

My Commission Expires: December 22, 1984