

ARTICLES OF INCORPORATION
OF
ARLINGTON SPORTS HALL OF FAME, INCORPORATED

We hereby associate to form a non-stock corporation under the provisions of Section 13.1-801 of the Code of Virginia, and to that end set forth the following:

FIRST: The name of the corporation shall be ARLINGTON SPORTS HALL OF FAME, INCORPORATED.

SECOND: The post address of the initial registered office of the corporation is 6527 North 26th Road, Arlington, Virginia 22213, in the County of Arlington. The name of the initial registered agent is Joseph C. Courtney, who is a resident of Virginia, and a director of the Arlington Sports Hall of Fame, Incorporated. The initial registered office is located in Arlington County, Virginia.

THIRD: The corporation shall have three classes of members: Honored, Regular and Associate.

(a) Honored: Honored membership shall be conferred upon persons who have been inducted into the Arlington Sports Hall of Fame. In order to be inducted, a person must meet prescribed criteria and receive the recommendation of the Board of Directors, all as set forth in the Bylaws. All persons heretofore inducted into the Arlington Sports Hall of Fame shall be recognized as Honored members of this corporation. Honored members of this organization shall not be required to pay annual dues.

(b) Regular: Individuals over 18 years of age, who are interested in the development of youth generally through the medium of sports, and who are able to actively participate in the organization's program are eligible to be Regular members. The Bylaws shall set forth the process to be accepted as a Regular member, as well as their rights and duties. Any person who is accepted as a Regular member in this organization shall be required to pay annual dues. The Board of Directors shall set the amount of the annual dues.

(c) Associate: Associate members may be individuals or entities. The Bylaws shall set forth the criteria and the process to be accepted as an Associate member, except that all members of the Better Sports Club of Arlington, Incorporated, a Virginia corporation, shall be recognized as Associate members of this corporation. Associate

*Third Article deleted and replaced on November 2, 2016

members shall not have voting rights. Dues shall be as determined by the Board of Directors.

FOURTH: The corporation shall be governed by a Board of Directors. The Board of Directors shall consist of the duly elected officers, namely, the president, vice president, secretary, treasurer, and the immediate past president. These officers shall also be known as the Executive Committee of the Board of Directors. There shall be up to a maximum of ten additional Directors, to be elected by the members as provided for in the bylaws. The Executive Committee of the Board of Directors may appoint a person to be an Executive Director, to serve at the pleasure of the Executive Committee, to help conduct the approved business of the corporation.

FIFTH: The purposes for which this corporation is formed are to perpetuate the memory of individuals from the community who have demonstrated excellence through the medium of sports, and/or who have provided outstanding leadership in the development of our youth again through the medium of sports. Also, to serve the youth in the community and to foster the principles of fair play, good sportsmanship, a competitive spirit, tolerance, friendship and useful citizenship through the medium of sports. In addition, the corporation may carry on any business not prohibited by law or required to be stated in these articles and as approved by the majority vote of the Board of Directors. Said corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

SIXTH: The names and addresses of the persons who are the initial Board of Directors of the corporation are as follows:

Robert J. Bonaccorso	4500 Arlington Boulevard Apartment 208 Arlington, Virginia 22203
Robert L. Connor	Box 13-L.O.W. Locust Grove, Virginia 22508
Joseph C. Courtney	6527 North 26th Road Arlington, Virginia 22213
Dean L. Gallagher	2760 North Quincy Street Arlington, Virginia 22207

*Fourth Article deleted and replaced on November 2, 2016

Walter P. Gallagher	2760 North Quincy Street Arlington, Virginia 22207
Vincent I. Kirchner	6707 North 26th Street Arlington, Virginia 22213
Stuart L. Pott	3726 South 13th Street Arlington, Virginia 22204
Earle F. Thorsen	6612 Williamsburg Boulevard Arlington, Virginia 22213
Daniel E. Wines	2241 North Burlington Street Arlington, Virginia 22207
John C. Youngblood	14744 Flower Hill Drive Centreville, Virginia 22020

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in the Fifth Article 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 or in opposition to any candidate for public office. 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) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

EIGHTH: Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation 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 (or corresponding section of any future Federal tax code), or to any federal, state or local governmental body to be used exclusively for public purposes, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of Arlington County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: The corporation shall have and exercise such powers as are enumerated in Section 13.1-801 and subsequent sections of the Code of Virginia, as are consistent with the purposes of a charitable organization and which enable it to function as an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

TENTH: The following provisions are inserted for the regulation and conduct of the affairs of said corporation, and it is expressly provided that the same are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute.

(a) The corporation may in its by-laws make any provisions or requirements for the management and conduct of the business of the corporation, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Virginia or the United States.

(b) Any proposed amendment to the Articles, in order to be adopted, shall be approved by at least three-fourths affirmative vote of all the votes cast on the amendment by the Honored members and the members of the Board of Directors, either in person or by proxy, at a meeting called for such purpose, at which a quorum exists. A quorum exists if at least twenty-five percent of the voting members are present or have submitted a valid proxy.

GIVEN under our hands this 6th day of June, 1992.

Vincent I. Kirchner

Walter P. Gallagher

Earle F. Thorsen

*Tenth Article, paragraph (b) deleted and replaced on November 2, 2016