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Account Number : 076666003611
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**DOMESTICATION
UNITED STATES MASTERS SWIMMING, INC.**

Certificate of Status	1
Certified Copy	0
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TALLAHASSEE, FLORIDA



**BLALOCK
WALTERS**

ATTORNEYS AT LAW

WE MAKE A DIFFERENCE

October 6, 2015

Department of State
P.O. Box 6327
Tallahassee, FL 32314
Fax: (850) 617-6381

Mark P. Burnside
Anthony G. Burtch
Robert G. Blalock
Ann K. Bretinger
Lyneth P. Bruce
Anne W. Chapman
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Dana Carlson Gentry
Alexander K. John
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William C. Robinson, Jr.
Scott L. Rudolph
Jennifer S. Schindler
Robert S. Stroud
Amanda C. Tullidge
Clifford L. Waters

Dear Sir or Madam,

Attached please find the Certificate of Domestication and Articles of Incorporation for United States Masters Swimming, Inc. This entity was previously registered as an Ohio not for profit corporation registered to do business in Florida with registration number F09000001953. The entity now wishes to domesticate in Florida and continue its existence as a Florida not for profit corporation.

Sincerely,

Alexander John
Alexander John

BRADENTON
802 11th Street West
Bradenton, FL 34205

SARASOTA
2 North Tamiami Trail
Suite 408
Sarasota, FL 34236

ST. PETERSBURG
146 2nd Street North
Suite 103
St. Petersburg, FL 34703

941.748.0100 phone
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NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION

On behalf of **UNITED STATES MASTERS SWIMMING, INC.**, an Ohio not for profit corporation (the "Corporation"), the undersigned does hereby certify in accordance with Section 617.1803, Florida Statutes:

1. The date on which the Corporation was first formed is April 19, 1979.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being is the State of Ohio.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was **UNITED STATES MASTERS SWIMMING, INC.**
4. The name of the Corporation, as set forth in the Articles of Organization, to be filed pursuant to Section 617.01201 and 617.0202, Florida Statutes, with this Certificate is **UNITED STATES MASTERS SWIMMING, INC.**
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Ohio.
6. Attached are the Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 617.1803

I am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 6th day of October, 2015.

**UNITED STATES MASTERS SWIMMING,
INC.**

By: 

Name: Patricia M. Miller

Title: President

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ARTICLES OF INCORPORATION
OF
UNITED STATES MASTERS SWIMMING, INC.

A Not-for-Profit Corporation

The undersigned, for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation shall be **UNITED STATES MASTERS SWIMMING, INC.** (the "Corporation"). The physical address of the Corporation's principal office shall be at 1751 Mound St., Suite 201, Sarasota, FL 34236. The mailing address of the Corporation shall be at 1751 Mound St., Suite 201, Sarasota, FL 34236.

ARTICLE II
OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

A. The purpose of which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and, within such limits, to: (1) serve as the sole member of; (2) support, promote, maintain and make contributions to; (3) operate for the benefit of; (4) carry out the functions and purposes of; (5) otherwise coordinate, supervise and contribute to the activities of the Corporation, which has been determined by the Internal Revenue Services to be exempt from taxation and not a private Corporation pursuant to Sections 501(c)(3) and 509(a) of the code; and (6) otherwise coordinate, supervise and, to the extent permitted under applicable law, contribute to the activities of any existing or future affiliates that perform one or more of the functions of, or that further the general purposes of the Corporation and, consistent with the foregoing, to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

B. To establish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the

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purposes set forth herein.

C. To promote health, wellness, fitness and competition for adults through swimming.

D. To encourage and promote improved physical fitness and health in adults.

E. To offer adults the opportunity to participate in a lifelong fitness and/or competitive swimming program.

F. To encourage organizations and communities to establish and sponsor Masters swimming programs.

G. To enhance fellowship and camaraderie among Masters swimmers.

H. To stimulate research in the sociology, psychology and physiology of Masters swimming.

I. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

J. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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(e)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or as provided in the Bylaws of this Corporation.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Officers and Board of Directors and as may be further described in the Bylaws of the Corporation. The Officers of this Corporation including the duties and tenures of such Officers shall be as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than five (5) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

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ARTICLE V
NAMES OF DIRECTORS AND OFFICERS

Directors:**Address:**

Sean Fitzgerald	1751 Mound St., Suite 201, Sarasota, FL 34236
Daniel Cox	1751 Mound St., Suite 201, Sarasota, FL 34236
Dave Diehl	1751 Mound St., Suite 201, Sarasota, FL 34236
Sarah Welch	1751 Mound St., Suite 201, Sarasota, FL 34236
Leanne Crittenden	1751 Mound St., Suite 201, Sarasota, FL 34236
Laura Winslow	1751 Mound St., Suite 201, Sarasota, FL 34236
Jill Gellatly	1751 Mound St., Suite 201, Sarasota, FL 34236
Bruce Hopson	1751 Mound St., Suite 201, Sarasota, FL 34236

Officers:**Addresses:**

President: Patricia M. Miller	1751 Mound St., Suite 201, Sarasota, FL 34236
Secretary: Chris Colburn	1751 Mound St., Suite 201, Sarasota, FL 34236
Treasurer: Ralph Davis	1751 Mound St., Suite 201, Sarasota, FL 34236
VP of Administration: Ed Tsuzuki	1751 Mound St., Suite 201, Sarasota, FL 34236
VP of Local Operations: Chris Stevenson	1751 Mound St., Suite 201, Sarasota, FL 34236
VP of Programs: Chris McGiffin	1751 Mound St., Suite 201, Sarasota, FL 34236
VP of Community Services: Frank Thompson	1751 Mound St., Suite 201, Sarasota, FL 34236

ARTICLE VI
MEMBERS OF THE CORPORATION

The Corporation shall have such classes of voting and nonvoting members as may from time to time be prescribed by its Bylaws. The initial classes of voting members and nonvoting members shall be prescribed by the Board of Directors and thereafter be determined as set forth in the Bylaws. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the Bylaws of the Corporation. Voting powers may be denied to any class either generally or in any limited way.

ARTICLE VII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting and as further set forth in the Bylaws. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

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B. Notwithstanding the foregoing Section A, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

ARTICLE VIII RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Shall distribute its income, if any, 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 (or corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

F. 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 Section 501(c)(3) purposes. 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IX DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code) consistent with the current purposes of the

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Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code) consistent with the current purposes of the Corporation as set forth in Article II, or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a 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.

ARTICLE X
INDEMNIFICATION


The Corporation, to the fullest extent permitted by law, shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

ARTICLE XI
INITIAL REGISTERED OFFICE AGENT

The street address of the initial registered agent of the Corporation is 802 11th Street West, Bradenton, FL 34205, and the name of the initial registered agent of the Corporation is Blalock Walters, P.A.

ARTICLE XII
INCORPORATOR

The name and street address of incorporator of the Corporation are as follows: Patricia M. Miller; 1751 Mound St., Suite 201, Sarasota, FL 34236.



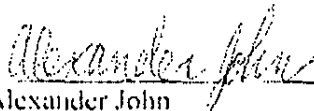
Patricia M. Miller
Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the

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performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.


Alexander John
Blalock Walters, P.A.