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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
U.S. NATIONAL SENIOR SPORTS ORGANIZATION, INC.

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ARTICLES OF AMENDMENT AND RESTATEMENT TO ARTICLES OF  
INCORPORATION  
OF

U.S. NATIONAL SENIOR SPORTS ORGANIZATION, INC.

The undersigned, as all directors of U.S. NATIONAL SENIOR SPORTS ORGANIZATION, INC., a Florida not for profit corporation, do hereby certify that the Amendment and Restatement provided for herein was adopted by the board of directors on the 18th day of August, 2020.

1. Name of Corporation: U.S. NATIONAL SENIOR SPORTS ORGANIZATION, INC.
2. Document Number: The document number of the Corporation is N18000001843.
3. Amendment and Restatement Adopted: The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLES OF INCORPORATION

1. The name of the corporation is National Senior Games Association, Inc.
2. The period of duration of the corporation is perpetual.
3. The mailing address of the corporation's initial registered office is 3204 Gulf to Bay Boulevard in the city of Clearwater, Florida 33759. The Registered Agent is Johnson, Pope, Bokor, Ruppel & Burns, LLP at 911 Chestnut Street in the city of Clearwater, Florida 33756.
- 4.1 The first Board of Directors is as follows:

Name	Address
Kate Amack	12982 W. Louisiana Avenue Lakewood, CO 80228
John B. Shinnock	764 Collingwood Westerville, OH 43081

Deb Smith	201 Bradley Street Portland, ME 04102
Mark Schmitz	14030 NW 63 <sup>rd</sup> Street Parkville, MO 64152
Cathy Pottorf	12500 N.W. Military Highway San Antonio, TX 78231
Kyle Case	1070 W. 1500 S, Suite A103 St. George, UT 84770
Brad Allen	4603 Western Boulevard Raleigh, NC 27606
Davis Cox	34 Thayer Street Northborough, MA 01532
Diann Darnall	2024A Jack Street Fairbanks, AK 99701
Kate Fiskien	7437 Arlington Road Bethesda, MD 20814
Steve Kearney	565 Clearbrook Lane Monument, CO 80132
Vicki Pilgrim	708 Kilcrease Road Auburn, GA 30011
Rosey Rosander	1070 West 1600 S, Suite A103 St. George, UT 84770
Carla Ruff	3305 Peddiccoat Court Woodstock, MD 21163
Holly Schneider	PO Box 634 Evansville, IN 47719
Christopher Shirring	327 Hawthorn Boulevard Delaware, OH 43015
Thomas Stillwell	P.O. Box 32128 Phoenix, AZ 85064-2128
John White	7506 North 41 <sup>st</sup> Street Milwaukee, WI 53209

The term, voting rights, qualifications and procedures for election of directors shall be set forth in this corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this corporation and to exercise all rights and powers granted to this corporation under these Articles, the corporation's Bylaws and the laws of the State of Florida.

4.2 The persons who shall serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Kate Amack	Chairperson
John B. Shinnock	Vice Chairperson
Deb Smith	Secretary
Mark Schmitz	Treasurer
Cathy Pottorf	Membership
Marc T. Riker	CEO

The Board of Directors shall elect officers per the Bylaws, and may at any meeting fill any officer vacancy. The officers shall be empowered to manage the business and affairs of this corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and

powers granted to such officer by the laws of the State of Florida.

5. The corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), including, for such purposes, to promote fitness, excellence and health of Senior adults, to raise the national image, interest and support for senior games, to support and help establish national senior games, to support and help establish regional games and to represent the goals of the corporation to the national and world community. 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 and distributions in furtherance of the purposes set forth in this Article Five.

6. 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 the Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and (c) by a corporation organized under the laws of the State of Florida as a not for profit corporation as now existing or hereafter amended.

7. The corporation shall have such members as described in the Bylaws. The affairs of the corporation shall be managed by its Board of Directors. The number of directors and their term shall be as described in the Bylaws, provided that there shall not be less than three (3) directors. The directors of the corporation shall be elected in the manner described in the Bylaws.

8. Solely for the above purposes, the corporation shall have all the powers permitted a corporation that is both a not-for-profit corporation under the laws of the state of Florida and an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of

any future laws of the State of Florida and Internal Revenue Law).

9.1 The provisions of this Article 9 shall be in the nature of a contract between the Corporation and each of its directors and officers made in consideration of such person's continued service to the corporation. The protection afforded to each director and officer by the provisions of this Article 9 shall survive such person's term of office. This Article may not be repealed, nor may the benefits to the directors and officers afforded hereby be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

9.2 The corporation shall hold harmless and indemnify each director and officer to the fullest extent authorized or permitted by the provisions of Section 617.0831 of Florida Statutes, (which Section, in its entirety, is hereinafter referred to as the "State Statute") or any other or additional statutory provisions, which are hereafter adopted authorizing or permitting such indemnification.

9.3 The corporation may purchase and maintain for the benefit of each director and officer, as named insured or additional insured, a policy or policies of general comprehensive liability insurance (covering claims arising out of death, illness or injury or arising out of property loss or damage) and directors'

and officers' liability insurance (covering claims arising out of wrongful acts or omissions) in respect of liabilities asserted against and/or incurred by its directors or officers in either such capacity or otherwise in the performance of their services for the corporation. In the event the corporation does not purchase and maintain such insurance, it shall indemnify each director and officer and hold them harmless to the fullest extent of the coverage, which would have been provided by such insurance.

9.4 In addition to the foregoing, and subject only to the exclusions set forth in Section 9.5 hereof, the corporation shall, to the fullest extent authorized or permitted by Florida law, hold harmless and indemnify each director and officer:

(i) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation) to which such director or officer is, was or at any time becomes a party, or is threatened to be made a party, by reason of the fact that such director or officer is, was or at any time becomes a director or officer of the corporation, or is or was serving or at any time serves at the request of the



corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises; and (ii) otherwise to the fullest extent as may be provided to such director or officer by the corporation under the non-exclusivity provisions of the State Statute.

9.5 No indemnity pursuant to Section 9.4 hereof shall be paid by the corporation:

(i) except to the extent the aggregate of losses to be indemnified thereunder exceeds the amount of such losses for which the director or officer is indemnified either pursuant to Section 9.2 or 9.3 hereof or pursuant to any insurance of the type referred to in Section 9.3 hereof purchased and maintained by the corporation; (ii) in respect to remuneration paid to such director or officer if it shall be determined by a final decision of a court having jurisdiction in the matter that such remuneration was in violation of law; (iii) on account of such director's or officer's conduct which is finally adjudged by a court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct; or (iv) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

9.6 All agreements and obligations of the corporation contained in this Article 9 shall continue during the period the director or officer is a director or officer 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) and shall continue thereafter so long as the director or officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that they were a director or officer of the corporation or serving in any other capacity referred to in this Article 9.

9.7 The corporation will pay all reasonable expenses of the director or officer incurred in defending any civil or criminal action, suit or proceeding against them, provided they shall have agreed to reimburse the corporation if and to the extent that it shall be ultimately determined that they are not entitled to be indemnified by the corporation for such expenses.

9.8 The corporation may, by majority vote of the directors, hold harmless and indemnify all, some or none of the employees and agents of the corporation. If the corporation provides protection as authorized in the first sentence of this Section 9.8, it may provide such person or persons the same full and complete protection afforded directors and officers under the other sections of this Article or it may provide such lesser or more limited protection, the corporation being under no obligation to provide the same or equivalent protection to any

one employee or agent as may be provided to another. If any indemnification protection is to be provided under this Section.

9.8, it may be provided either by contract or bylaw, and in the latter case may be repealed without consent of the indemnitee.

9.9 Such rights of indemnification shall be in addition to any other rights to which directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise.

10. Bylaws of the corporation, consistent with these articles, shall be adopted by the members, and may be amended in the manner provided in such Bylaws.

11. These Articles may be amended in the manner provided by law.

12. 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, distribute all the assets of the corporation to such organization or organizations, organized and operated exclusively for one or more of the exempt purposes of the corporation described in Article 5 hereof, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for one or more such exempt purposes, or to an organization or organizations

organized and operated exclusively for such exempt purposes, as said court shall determine.

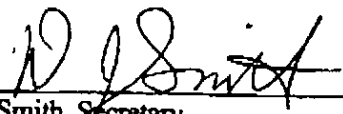
4. Member Approval: No members are entitled to vote on this Amendment and Restatement.

5. Directors Approval: Majority of the Directors entitled to vote on this Amendment and Restatement approved such Amendment and Restatement.

IN WITNESS WHEREOF, the undersigned directors have each executed these Articles of Amendment and Restatement as of the 18th day of August, 2020.

DIRECTORS:

  
\_\_\_\_\_  
Kate Amack, Chair

  
\_\_\_\_\_  
Deb Smith, Secretary

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