

ARTICLES OF INCORPORATION
OF
USA TRIATHLON FOUNDATION

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following articles of incorporation:

ARTICLE I.

NAME

The name of the corporation is USA Triathlon Foundation.

ARTICLE II.

DURATION

The corporation shall have perpetual existence.

ARTICLE III.

PURPOSES AND POWERS

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following:

(a) To serve as the charitable arm for USA Triathlon while opening doors of opportunity for individuals of all fitness levels and ages nationwide regardless of physical or financial limitations.

(b) To enhance USA Triathlon's mission (to encourage, support and enhance the multisport experience in the United States), and vision (to provide the resources required for all in the triathlon community to reach their full potential.)

(c) To improve the general fitness, health, diet and general well being of individuals via educational programming that supports the multisport lifestyle.

(d) To provide opportunities for greater participation throughout the United States in USA Triathlon-sanctioned events.

(e) To create the means by which membership in the organization can continue to grow at a double-digit pace.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions On Powers.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member of the corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer

of the corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no member of the corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no director or officer of the corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate 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.

(c) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code . The organizations to receive such property, and their respective shares and interests, shall be determined by the board of directors.

(d) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of

the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the corporation is a “private foundation” as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The corporation shall not engage in any act of “self-dealing,” as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The corporation shall not retain any “excess business holdings,” as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The corporation shall not make any “taxable expenditure,” as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(e) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV.

OFFICES

Section 4.1 Principal Office. The address of the initial principal office of the corporation is 5825 Delmonico Drive #200, Colorado Springs, Colorado 80919.

Section 4.2 Registered Office and Agent. The street address of the initial registered office of the corporation is 5825 Delmonico Drive #200, Colorado Springs, Colorado

80919. The name of the corporation's initial registered agent at the initial registered office is Tim Yount.

ARTICLE V.

MEMBERS

The corporation shall have voting members. The corporation shall have such classes of voting and nonvoting members as may from time to time be prescribed by its bylaws or by the board of directors. 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 or by the board of directors. Voting powers may be denied to any class either generally or in any limited way. The corporation shall have no capital stock.

ARTICLE VI.

BOARD OF DIRECTORS

Section 6.1 General. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the bylaws of the corporation.

Section 6.2 Liability of Directors. No director shall be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation or to its members for monetary damages for the following: (a) any breach of the director's duty of

loyalty to the corporation or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Section 6.3 Initial Board. Two directors shall constitute the initial board of directors. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Robert Wendling	5825 Delmonico Drive #200 Colorado Springs, CO 80919
Robert Urbach	5825 Delmonico Drive #200 Colorado Springs, CO 80919

After incorporation, the incorporator shall elect an initial board of directors. Until the initial board of directors has been elected and shall qualify, the incorporator shall serve as the sole director of the corporation and shall have all of the powers and authority and shall perform all of the duties of the board of directors.

ARTICLE VII.

BYLAWS

The initial bylaws of the corporation shall be as adopted by the board of directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the board of directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The voting members at any time and from time to time may also amend the bylaws, or may repeal the bylaws and adopt new bylaws. The bylaws of the corporation may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any member of the corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, or any director or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE VIII.

INCORPORATOR

The name and mailing address of the incorporator who causes this document to be delivered for filing is: Tim Yount, 5825 Delmonico Drive #200, Colorado Springs, CO 80919.

DATED this _____ day of November, 2012.