

ARTICLES OF INCORPORATION
OF
NATIONAL STRENGTH AND CONDITIONING ASSOCIATION FOUNDATION
(As Amended on July 15, 2008)

Article I
Name

The name of the corporation is:

National Strength and Conditioning Association Foundation

Article II
Duration

The corporation shall have perpetual existence.

Article III
Purposes and Powers

(a) Purposes and Objectives. The corporation is organized and shall be operated exclusively for charitable, educational or scientific 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 the following:

- (1) To promote the education of the members of the National Strength and Conditioning Association ("NSCA") and the general public in the fields of scientifically based strength training and total conditioning;
- (2) To establish the process and criteria for grant applications;
- (3) To provide an unbiased resource for evaluation of products and services which relate to the strengthening and conditioning of the general public;
- (4) To solicit and receive contributions, gifts, grants, devises or bequests for funding in the support of sports science research and strength conditioning education; and
- (5) To establish education programs and scientific research programs relating to strength training and total conditioning for the general public.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (c) below, 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.

(c) Restrictions on Powers.

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to 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 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.

(2) 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.

(3) 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, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) 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;

(ii) 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;

(iii) 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;

(iv) 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

(v) 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.

(4) 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 the NSCA or, if the NSCA is no longer in existence or is not recognized as exempt from taxation pursuant to section 501(c)(3) and section 509(a)(1) or (2) of the Internal Revenue Code, to 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. In the event NSCA is no longer in existence upon the dissolution or liquidation of the corporation, the organization(s) to receive such property shall be designated by the corporation's Board of Directors. In the event NSCA is no longer recognized as tax exempt under section 501(c)(3) and 509(a)(1) or (2) upon the dissolution or liquidation of the corporation, the organization(s) to receive such property shall be designated by the NSCA Board of Directors. Notwithstanding any of the foregoing provisions of this section (c)(4) of Article III, any such organization designated by either the directors of the corporation or the NSCA Board of Directors shall be an organization exempt from taxation pursuant to section 501(c)(3), contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(5) If at any time during the period of the corporation's existence, NSCA shall dissolve, liquidate or fail to continue to qualify as a tax exempt organization under section 501(c)(3) and section 509(a)(1) or (2) of the Internal Revenue Code, the NSCA Board of Directors shall designate a substitute entity for NSCA for purposes of matters dealt with in these articles of incorporation, which entity qualifies as a tax exempt organization under section 501(c)(3) and section 509(a)(1) or (2).

(6) 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 **Members**

The sole member of the corporation shall be the NSCA. Except as specified in these articles of incorporation or by law, the rights and obligations of the member shall be as specified in the corporation's bylaws. The corporation shall have no capital stock.

Article V **Board of Directors**

(a) General Powers. The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in these articles of incorporation, the bylaws of the corporation or by the Colorado Revised Nonprofit Corporation Act (the "Act").

(b) Number, Classification, Election, Tenure and Qualifications. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force.

(c) Liability of Directors. No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation for monetary damages for the following: (1) any breach of such director's duty of loyalty to the corporation, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) such director's assent to or participation in the making of any unlawful distribution by the corporation to any director or officer of the corporation, or (4) any transaction from which such director derived an improper personal benefit. If the 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 Act. Any repeal or modification of this Article V (c) 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.

Article VI **Bylaws**

The initial bylaws of the corporation shall be as adopted by the Board of Directors and approved by the NSCA Board of Directors. The Board of Directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws, subject to the

approval of the NSCA Board of Directors. The bylaws of the corporation may contain any provisions for the regulation or management 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 at any time in effect, and no amendment to these articles, shall have the effect of giving any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

Article VII
Merger, Sale of Assets, Dissolution

(a) Merger. A two-thirds (2/3rds) vote of the directors then in office is required for the adoption of a plan of merger. Upon the adoption by the directors, the directors shall submit the plan of merger to the NSCA, as the member of the corporation, for approval by the NSCA Board of Directors.

(b) Sale of Assets. A two-thirds (2/3rds) vote of the directors then in office is required for the adoption of a proposal for the sale or other disposition of all or substantially all of the assets of the corporation. Upon adoption by the directors, the directors shall then recommend the proposal to the NSCA, as the member of the corporation, for approval by the NSCA Board of Directors.

(c) Dissolution. A two-thirds (2/3rds) vote of the directors then in office is required for the adoption of a proposal to dissolve the corporation. Upon adoption by the directors, the directors shall then recommend the proposal to the NSCA, as the member of the corporation, for approval by the NSCA Board of Directors. Notwithstanding, the NSCA, acting through its Board of Directors, may approve the dissolution of the corporation without first receiving a recommendation for such action from the directors of the corporation.

Article VIII
Amendment of Articles of Incorporation

These articles of incorporation may be amended, restated, altered or repealed at any time by the NSCA as the member of the corporation acting through the NSCA Board of Directors; provided, however, that no amendment may be adopted which changes or affects in any way, the exempt status of the corporation as an organization existing exclusively for charitable, educational and scientific purposes.