

# Commonwealth of Virginia



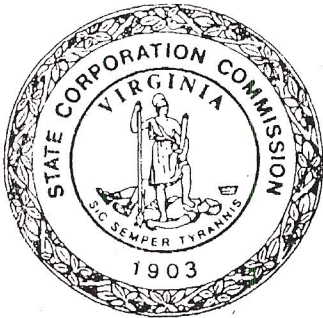
## STATE CORPORATION COMMISSION

*Richmond, February 7, 2005*

*This is to certify that the certificate of incorporation of*

**Apollo Gymnastics Parents Association, Inc.**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: February 7, 2005*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission

*Secretary Copy*

**ARTICLES OF INCORPORATION**  
of  
**APOLLO GYMNASTICS PARENTS ASSOCIATION**  
**[A Non-Stock Corporation]**

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The undersigned incorporator hereby forms a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, as amended, and to that end sets forth the following Articles and states as follows:

1. Name. The name of the corporation is Apollo Gymnastics Parents Association, Inc. (the "Corporation").

2. Purposes. The purposes for which the Corporation is organized are:

(a) The Corporation is organized to operate exclusively for the purpose of fostering amateur sports within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), and more specifically to support financially amateur gymnasts and provide for competitive gymnastic events; and

(b) To conduct any and all other lawful activities not required to be specifically stated in these Articles of Incorporation for which corporations may be incorporated under the Act, provided, however, that the Corporation shall engage only in such activities as are in furtherance of the exempt purposes set forth in § 501(c)(3) and § 501(j) of the Code, or the corresponding provision of any future federal tax law.

3. Powers. The Corporation shall have all of the powers granted to non-stock corporations by the Act, provided, however, that the Corporation shall exercise only such powers as are in furtherance of the exempt purposes set forth in § 501(c)(3) and § 501(j) of the Code or the corresponding provision of any future federal tax law.

4. Membership. The Corporation shall have members. The bylaws of the Corporation may designate one or more classes of members, and shall set forth the qualifications and rights (including voting rights) of each such designated class.

5. Initial Directors; Number and Selection of Directors.

(a) The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Billie Jo Hillier	10770 Palace Court Manassas, Virginia 20111
Liane Boon	13170 Flynn Court Bristow, Virginia 20136
Kathleen Addison	12673 Crossbow Drive Manassas, Virginia 20112
Lisa Knox	8002 Springfield Village Drive Springfield, Virginia 22152
Tori Ehler	15419 Skyline Drive Dumfries, Virginia 22029

(b) At the first annual meeting of members and at each annual meeting of members thereafter, directors shall be elected by the members entitled to vote for directors.

(c) The bylaws of the Corporation shall (i) fix the number of directors (other than the number of initial directors), (ii) state the qualifications of directors, (iii) set forth the procedure by which directors are elected, including a provision that only certain designated classes of members may vote in the election of directors, and (iv) contain such other provisions as the members deem appropriate that are consistent with the purposes stated in these Articles of Incorporation.

6. Registered Office and Agent. The initial registered office is located in the City of Manassas, Virginia, and the address is 9200 Church Street, Suite 400, Manassas, Virginia 20110. The name of the initial registered agent at such address is Randolph D. Frostick, Esq., who is a resident of Virginia and a member of the Virginia State Bar.

7. Limitation on Liability of Officers and Directors.

(a) Except as provided in subsection (c) of this Section 7, an officer or director of the Corporation who serves without compensation for his services shall not be liable for damages in any proceeding brought by or in the right of the Corporation, or brought by or on behalf of the members of the Corporation.

(b) Except as provided in subsection (c) of this Section 7, in any proceeding brought by or in the right of (i) the Corporation, or (ii) the members of the Corporation, against an officer or director who receives compensation from the Corporation for his services as such, the

