



Department of State

The State of Ohio

Anthony J. Celebrezze, Jr.
Secretary of State

569130

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN

of:


THE OHIO RIVER ROAD RUNNERS CLUB

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll E 867 at Frame 0222 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 12TH day of FEB,
A.D. 1981.




Anthony J. Celebrezze, Jr.
Secretary of State

EC887-1222

ARTICLES OF INCORPORATION
OF

THE OHIO RIVER ROAD RUNNERS CLUB

CEB KD
2-12-81
\$25.00

The undersigned, desiring to form a corporation, not for profit, under Sections 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be The Ohio River Road Runners Club.

SECOND. The place in Ohio where the principal office of the corporation is to be located is 244 Carters Grove, Centerville, Ohio 45459 *Montgomery Co.*

THIRD. The purpose or purposes for which said corporation is formed are:

- (1) to promote and encourage running, particularly long distance running;
- (2) to hold running championships and to conduct road races, time trials and social ("fun") runs;
- (3) to sponsor lectures, demonstrations and social events designed to promote and encourage running;
- (4) to print and disseminate a schedule or schedules of upcoming events;
- (5) to present awards;
- (6) to engage in community activities, including fund-raising activities, designed to promote and encourage running;
- (7) to make known to the public by all appropriate means the benefits of running;
- (8) to cooperate and coordinate activities with other individuals, groups, organizations and agencies that advocate running as a means of recreation and/or physical fitness;
- (9) to advise and/or lend assistance to individuals, groups, organizations and agencies that sponsor events designed to promote and encourage running;
- (10) to acquire by gift or purchase, hold, sell, convey, assign, mortgage, or lease any property, real or personal, necessary or incident to the furtherance of any one or more of the nonprofit purposes of the corporation;
- (11) to engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in conjunction with, or incidental to the accomplishment of any one or more of the nonprofit purposes of the corporation, and;
- (12) to do all other things as may be conducive and/or incidental to the promotion and encouragement of any one or more of the nonprofit purposes of the corporation.

FOURTH. The affairs of the corporation shall be managed by a Board of Trustees, consisting of not less than three trustees, elected by the members of the

corporation, in the manner provided by the Regulations. The qualifications of the trustees, together with their terms of office, manner of election, removal, change of number, filling of vacancies and of newly created trusteeships powers, duties and liabilities, shall except as otherwise provided in these Articles or by the laws of the State of Ohio, be as prescribed by the Regulations.

The names and post office addresses of the persons who shall serve as trustees until their successors are duly qualified are as follows:

Names	Addresses
Wendell F. Owens	4231 Ackerman Boulevard Kettering, Ohio 45429
Mitzie J. Henscheld	2232 Matrena Drive Dayton, Ohio 45431
Jack Wallace	244 Carters Grove Centerville, Ohio 45459

The trustees shall elect the regular officers of the corporation in the manner provided in the Regulations. The trustees and officers shall serve without compensation.

FIFTH. This corporation is organized and operated exclusively for nonprofit purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 distribution in furtherance of the purposes set forth in Article Third hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, give all the assets of the corporation to the Road Runners Club of America. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for the purposes set forth in Article Third hereof or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

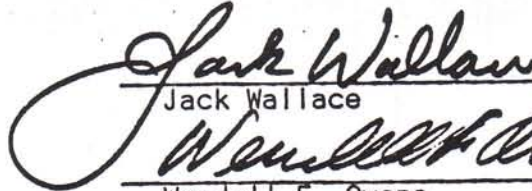
SIXTH. Provision for membership in the corporation shall be governed by the Regulations. The members shall be subject to such dues and assessments as may be provided by the Regulations.

SEVENTH. Regulations of the corporation shall be adopted by the trustees and may be amended only as provided therein, provided that such Regulations and amendments thereto shall not conflict with the provisions of these Articles of Incorporation.


EIGHTH. These Articles of Incorporation, except Articles Fifth and Seventh, hereof, may be amended by a vote of three-fourths of the members of the corporation present at any annual meeting or at a special meeting called for that purpose.

NINTH. The duration of this corporation shall be perpetual.

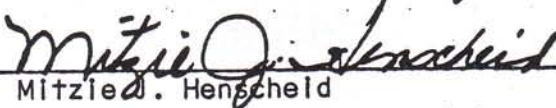
IN WITNESS WHEREOF, We have hereunto subscribed our names, this 23rd day of January, 1981.



Jack Wallace



Wendell F. Owens



Mitzie J. Henschel



8887-0225

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of The Ohio River Road Runners
(Name of Corporation)

Club, hereby appoint Felix LeBlanc to be statutory agent
(Name of Agent)

upon whom any process, notice or demand required or permitted by statute to be served upon
the corporation may be served.

The complete address of the agent is: 1013 Trailee Trail
(Street)

Dayton, Montgomery County, Ohio 45430
(City or Village) (Zip Code)

Date: February 9, 1981

Jack Wallace
Jack Wallace (Incorporator)

Wendell F. Owens
Wendell F. Owens (Incorporator)

Mitzie J. Herbers
Mitzie J. Herbers (Incorporator)

(Incorporator)

Instructions

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.04(C), 1702.04(C).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
- 3) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07(C), 1702.06(C).
- 4) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B).