

I hereby certify that the foregoing has been filed and approved on the 25th day of June 1998 in the office of this Division and hereby issue this Certificate thereof.

Examiner KC Date 6/26/98

**ARTICLES OF INCORPORATION**

RECEIVED DIV OF  
CORPORATIONS  
JUN 25 1998  
*[Signature]*



*[Signature]*  
LOHENA P. RIFKO  
SECRETARY

**INTERNATIONAL GAY AND LESBIAN AQUATICS, INC. (IGLA)**

**OF**

**A Nonprofit Corporation**

We, the undersigned, acting as the incorporators for the purpose of forming a nonprofit corporation under the provisions of Title 16, chapter 6, Utah Code Annotated 1953, as amended, enacting the "Utah Nonprofit Corporation and Cooperative Association Act" and any amendments thereto, do hereby certify as follows:

**ARTICLE I**

The name of the corporation hereby formed is and shall be:

**INTERNATIONAL GAY AND LESBIAN AQUATICS, INC. (IGLA)**

**ARTICLE II**

The corporation shall exist in perpetuity from and after its incorporation.

**ARTICLE III**

The purpose for which this corporation is organized to act as a nonprofit corporation with powers and authority includes as follows:

**SPECIFIC AND GENERAL PURPOSES**

(a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of international amateur swimming competition (but no part of this corporation's activities involve the provision of athletic facilities or equipment). More specifically, this corporation is formed: to promote participation in aquatic sports among lesbians, gay men, and friends of the lesbian and gay community; and to ensure the maintenance of highest standards for aquatic competitions and international standards for all future Gay Games competitions.

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(b) The general purpose for which this corporation is formed is to operate exclusively for such educational and athletic purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501 subdivision © (3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code.

© This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of Utah, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraphs (a) and (b) of this Article III.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, corporation organized and operated for charitable, religious, educational, or amateur athletic purposes as the board of trustees shall determine, and as shall, at the time, qualify as a tax-exempt organization under Internal Revenue Code Section 501 subdivision © (3), or as the same may be amended.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence government legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) This corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(h) This corporation shall not retain any excess business holdings as defined in the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(I) This corporation shall not make any investment in such manner as to subject it to tax under the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(j) This corporation shall not make any taxable expenditures as defined in the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(k) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(l) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated directly or indirectly to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its nonprofit operation; to do any and all acts and things and to exercise any and all other powers, which now or hereafter may be authorized by law, for nonprofit corporations.

(m) To perform any and all acts granted as general powers to nonprofit corporations by the laws of the State of Utah relating to education.

ARTICLE IV

The name and addresses of persons who are to act in the capacity of Trustees and directors until the selection of their successors are:

JASON KLUGMAN

807 Lombard St.  
Philadelphia, PA 19147

JOHN BROWN

394 Fifth Street  
Atlanta, GA 30308

JESSICA SEATON

10700 Santa Monica Blvd., #8  
Los Angeles, CA 90025

JAMIE COLES

P.O Box 458  
Newtown 2042, NSW Australia

DOUG FADEL

1155 North 850 East  
Bountiful, Utah 84010

SEAN FITZGERALD

2578 Ridgewood Terrace  
Atlanta, GA 30318

CHARLES CARSON

450 Broome St., Apt 4W  
New York, NY 10013

SUZANNE SHRINER

665 Euclid Ave., #A  
Long Beach, CA 90814

The number of persons named above shall constitute the number of Trustees and directors of this corporation until changed by an amendment to the Bylaws and Policies and Procedures, increasing or decreasing the number as may be desired by the members; provided, however, the board shall never be constituted with less than three members.

#### ARTICLE V

The qualifications of members of this corporation, the property, voting and other rights and privileges of the membership thereof may be provided in the Bylaws and Policies and Procedures of this corporation.

#### ARTICLE VI

The members shall not be liable for the debts or obligations of this corporation.

#### ARTICLE VII

The Bylaws and Policies and Procedures of this corporation may be adopted by the Trustees-directors named in the Articles of Incorporation and may thereafter be amended or repealed by any means provided in the By-laws, Policies and Procedures and as allowed by the laws of Utah.

#### ARTICLE VIII

Amendments to these Articles may be adopted by two-thirds vote of the members of the corporation cast at a special meeting, or at the annual meeting of members, provided however, that written notice of such proposed amendments shall have been given to all members.

#### ARTICLE IX

The officers of the corporation shall consist of an Atlantic Co-President, an Atlantic Co-

Chair, a Pacific Co-President, a Pacific Co-Chair, a Secretary, a Treasurer, a Federation of Gay Games Delegate, and a Federation of Gay Games Alternate Delegate, all of whom shall be members of the corporation and shall be elected as specified in the Bylaws and Policies and Procedures of the corporation.

ARTICLE X

The names and street addresses of the incorporators are as follows:

JASON KLUGMAN	807 Lombard St. Philadelphia, PA 19147
JOHN BROWN	394 Fifth Street Atlanta, GA 30308
JESSICA SEATON	10700 Santa Monica Blvd., #8 Los Angeles, CA 90025
JAMIE COLES	P.O Box 458 Newtown 2042, NSW Australia
DOUG FADEL	1155 North 850 East Bountiful, Utah 84010
SEAN FITZGERALD	2578 Ridgewood Terrace Atlanta, GA 30318
CHARLES CARSON	450 Broome St., Apt 4W New York, NY 10013
SUZANNE SHRINER	665 Euclid Ave., #A Long Beach, CA 90814

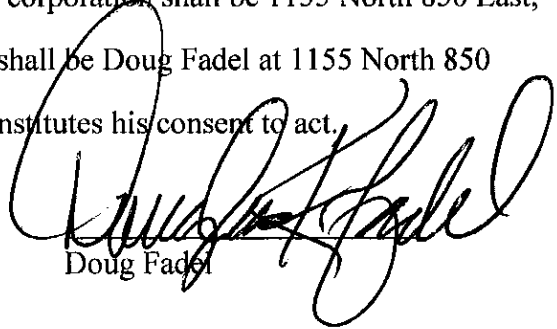
Initially, the officers shall be:

JOHN BROWN	Atlantic Co-President
JESSICA SEATON	Pacific Co-President
JASON KLUGMAN	Atlantic Co-Chair

JAMIE COLES	Pacific Co-Chair
DOUG FADEL	Secretary
SEAN FITZGERALD	Treasurer
CHARLES CARSON	Federation of Gay Games Delegate
SUZANNE SHRINER	Federation of Gay Games Alternate Delegate

#### ARTICLE XI

The initial registered and principal office of the corporation shall be 1155 North 850 East, Bountiful, Utah 84010, and the initial registered agent shall be Doug Fadel at 1155 North 850 East, Bountiful, Utah 84010 whose signature hereto constitutes his consent to act.



Doug Fadel

#### ARTICLE XII

The initial membership shall be constituted by the incorporators above named and all teams currently registered with the corporation.

#### ARTICLE XIII

No part of the net earnings of this corporation shall inure to the benefit of any member or officer of the corporation, or to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of this certificate, the corporation shall not conduct

or carry on any activities not permitted by an organization exempt under Section 501 or other provisions of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under such Code and Regulations as they may now exist or may hereafter be amended.

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to governmental entities or other nonprofit corporations qualifying for exemption under the provisions of the Internal Revenue code.

IN WITNESS WHEREOF, we have hereunto set our hands this ~~19<sup>th</sup>~~ day of June, 1998.

Jason Klugman  
Jason Klugman

John Brown  
John Brown

Doug Fadel  
Doug Fadel

Charles Carson  
Charles Carson

Jamie Coles  
Jamie Coles

Jessica Seaton  
Jessica Seaton

Sean Fitzgerald  
Sean Fitzgerald

Suzanne Shriner  
Suzanne Shriner

STATE OF UTAH

SS:

COUNTY OF DAVIS

Jason Klugman, Jamie Coles, John Brown, Jessica Seaton, Doug Fadel, Sean Fitzgerald, Charles Carson, and Suzanne Shriner each being first duly sworn for themselves, depose and say that he/she has read the foregoing Articles of Incorporation of INTERNATIONAL GAY AND LESBIAN AQUATICS, INC.(IGLA); that he/she knows the contents thereof and that the same is true to the best of their knowledge, information and belief.

Jason Klugman  
Jason Klugman

Jamie Coles  
Jamie Coles

*John Brown*

John Brown

*Doug Fadel*

Doug Fadel

*Charles Carson*

Charles Carson

*Jessica Seaton*

Jessica Seaton

*Sean Fitzgerald*

Sean Fitzgerald

*Suzanne Shriner*

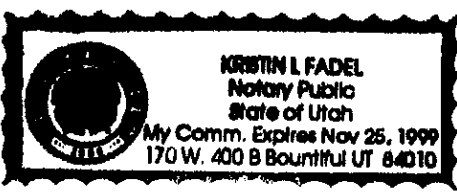
Suzanne Shriner

Sworn to and subscribed before me this 19 day of June, 1998.

*Kristin L Fadel*

Notary Public  
Residing at Bountiful, Utah

My Commission Expires:





**MARQUARDT, HASENYAGER & CUSTEN, LC**

JANE A. MARQUARDT\*  
JAMES R. HASENYAGER  
MARTIN W. CUSTEN†  
DOUGLAS K. FADEL

ATTORNEYS AT LAW  
2408 VAN BUREN AVENUE  
OGDEN, UTAH 84401

PHONE (801) 621-3062  
FAX (801) 392-2543

\*98 JUN 25 A 7:48

\* LL.M. TAXATION  
† FELLOW, AMERICAN ACADEMY  
OF MATRIMONIAL LAWYERS

June 24, 1998

Utah Department of Commerce  
Division of Corporations  
160 E 300 S  
Box 146705  
Salt Lake City, UT 84114-6705

Greetings:

Re: International Gay and Lesbian Aquatics, Inc. (IGLA)

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced not for profit company. Also enclosed is a check in the amount of \$20.00 to cover the filing fee.

Thank you for your attention to this.

Sincerely yours,

MARQUARDT, HASENYAGER & CUSTEN

  
Douglas K. Fadel

Enclosures