



The State of Ohio

Bob Taft

Secretary of State

864445

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:

WINTER GUARD INTERNATIONAL, INC.

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

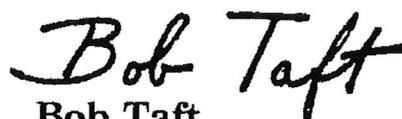
Recorded on Roll 9440 at Frame 0460 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 11TH day of FEB ,

A.D. 19 94 .




Bob Taft
Secretary of State

ARTICLES OF INCORPORATION
OF

WINTER GUARD INTERNATIONAL, INC.

We, the undersigned, desiring to form a non-profit corporation, pursuant to the provisions of Section 1702.01 et. seq. of the Ohio Revised Code, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation shall be Winter Guard International, Inc.

ARTICLE II.

The place in Ohio where the principal office is to be located is 118 Westpark Road, Dayton, Montgomery County, Ohio 45459-4814.

ARTICLE III.

The corporation is a nonprofit corporation as defined in Section 1702.01 (C) of the Revised Code of Ohio. As such, it is not formed for the pecuniary gain or profit of, and its net earnings or any part thereof is not distributable to, its members, trustees, officers, or other private persons except as specifically permitted under the provisions of the Ohio Nonprofit Corporation Law.

ARTICLE IV.

The objects and purposes for which this corporation is established shall not be changed and shall be exclusively educational and charitable in the furtherance of such purposes and for no other purposes:

(a) To utilize our collective influence to improve the ethical standards and quality level of the color guard program so it will be of maximum benefit to its youthful participants and will continue to be worthy of the support of the general public. This will be accomplished by the following:

- (1) Presenting a unified approach as necessary to insure continued improvement of the rules under which we operate and compete;
- (2) working closely with those who judge our performances to encourage continued improvement on the general level of education and competence of the judges so that we can obtain consistent and fair evaluations of our programs based on the rules;
- (3) ~~Cooperating with contest~~ sponsors and other promoters to:
 - (i) Insure the Winter Guard International receives sufficient sums of money to remain solvent while allowing sponsors to have a sufficient profit to make their efforts worthwhile;

APPROVED

By: MHP

Date: 2/11/94

Amount: 25

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- (ii) Obtain facilities and conditions which meet the color guards' needs and which are commensurate with the sponsor's ability to provide them;
- (4) Striving to improve the quality of our performances so that the paying public will continue to increase its support for our program; and,
- (5) To conduct an international championship contest (hereby called the Olympics).

(b) To carry on any other activity that may be lawfully carried on by a corporation organized under Section 1702.01 et. seq. of the Ohio Revised Code.

ARTICLE V.

This corporation shall have and exercise all power and authority conferred upon non-profit corporations under the laws of Ohio generally, and as specifically provided in Section 1702.12 of the Ohio Revised Code, as the same is constituted or may hereinafter be amended, and to do any and all acts which may be necessary and incidental thereto.

ARTICLE VI.

In carrying out its purposes and in exercising the powers granted to it by law, the corporation shall be subject to the following restrictions, namely, (a) no substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation and (b) it 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.

ARTICLE VII.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII.

The following persons, not less than three, shall serve the corporation as Trustees until the first annual meeting or other meeting called to elect Trustees:

NAME

ADDRESS

~~STAFFORD & STAFFORD~~
FRED MILLER

118 WESTPARK ROAD
DAYTON, OHIO 45459-4814

J. C. CONNOR

4561 SCARLETT DRIVE
CRESTVIEW, FLORIDA 32536


LYNN LINDSTROM

6834 BALSAM STREET
ARVADA, COLORADO 80004


ARTICLE IX.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. any such assets not 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 such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have executed these Article of Incorporation on the 27 day of January, 1994.


FRED MILLER


LYNN LINDSTROM


J. C. CONNOR

2025 JAN 27 10 10 AM

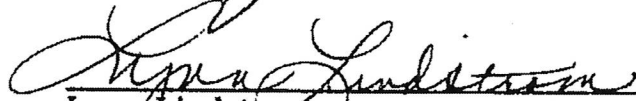
ORIGINAL APPOINTMENT OF STATUTORY AGENT

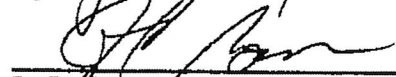
Pursuant to the provisions of Section 1702.06 of the Ohio Revised Code, the undersigned, being all the incorporators of Winter Guard International, Inc., do hereby appoint Fred Miller to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the above named agent is 118 Westpark Drive, Dayton, Montgomery County, Ohio 45459-4814.

Date: January 27, 1994


Fred Miller


Lynn Lindstrom


J. C. Connor

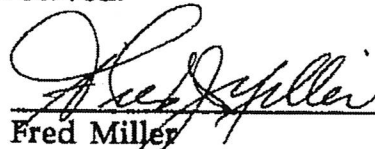
ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

WINTER GUARD INTERNATIONAL, INC.

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom any process, tax notices or demands may be served.

Date: January 27, 1994


Fred Miller

WINTER GUARD INTERNATIONAL