

**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

Use the instructions to complete this application and for a definition of all **bold items**. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your <b>organizing document</b> )		<b>2</b> c/o Name (if applicable)
US Swimming, Inc.		
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)
One Olympic Plaza		20-4264282
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)
Colorado Springs, CO 80909		12
<b>6</b> Primary contact (officer, director, trustee, or authorized representative)		<b>b</b> Phone: (719) 473-3800
a Name: Jill Chalmers, Esq.		<b>c</b> Fax: (optional) (719) 633-1518
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <span style="float:right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span>		
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>9a</b> Organization's website: See attached statement		
<b>b</b> Organization's email: (optional) NA		
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 10/24/2005		
<b>12</b> Were you formed under the laws of a foreign country? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," state the country.		

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  **Yes**  **No**
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  **Yes**  **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  **Yes**  **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  **Yes**  **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  **Yes**  **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  **Yes**  **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article III, Section 3.1**
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 8, Article III, Section 3.3(c)**
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>Wells O'Brien</b>	<b>Director, Secretary</b>	<b>712 Villaggio Drive Greenville, SC 29609</b>	<b>0</b>
<b>Ron Van Pool</b>	<b>Director, President</b>	<b>29001 8th Avenue South Federal Way, WA 98003-3702</b>	<b>0</b>

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>Chuck Wielgus</b>	<b>Executive Director</b>	<b>One Olympic Plaza Colorado Springs, CO 80909</b>	<b>257,500</b>
<b>Rodney E. Davis</b>	<b>Chief Marketing Officer</b>	<b>3230 Cedar Bluff Circle Colorado Springs, CO 80920</b>	<b>214,850</b>
<b>Pat Hogan</b>	<b>Club Development Director</b>	<b>7455 Hickorywood Drive Colorado Springs, CO 80920</b>	<b>107,162</b>
<b>Michael S. Unger</b>	<b>Chief Operating Officer</b>	<b>14710 Latrobe Drive Colorado Springs, CO 80921</b>	<b>115,000</b>
<b>Ambrose Gaines</b>	<b>Alumni Director</b>	<b>8440 Ryegrass Trail Colorado Springs, CO 80919</b>	<b>111,100</b>

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>Holme Roberts &amp; Owen LLP</b>	<b>Legal counsel</b>	<b>1700 Lincoln Street, Suite 4100 Denver, Colorado 80203</b>	<b>149,872</b>
<b>RBC Dain Rauscher</b>	<b>Investment Management</b>	<b>111 South Tejon, Suite 200 Colorado Springs, CO 80903</b>	<b>120,000</b>
<b>Warschawski Public Relations</b>	<b>Public relations agency</b>	<b>1501 Sulgrave Ave, Suite 350 Baltimore, Maryland 21209</b>	<b>100,000</b>
<b>Statera</b>	<b>IT Support</b>	<b>6501 E. Belleview Ave, Suite 300 Englewood, CO 80111</b>	<b>200,000</b>

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

**2a** Are any of your officers, directors, or trustees **related** to each other through **family** or **business relationships**? If "Yes," identify the individuals and explain the relationship.  Yes  No

**b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No

**c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

**3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

**b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No

**4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No
- b** Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  Yes  No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source?  Yes  No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.  Yes  No **See attached statement**
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No **See attached statement**
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No **See attached statement**

- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.  Yes  No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  Yes  No

- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  Yes  No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b** Describe any written or oral arrangements you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f** Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b** In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1** Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2** Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1** Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.  Yes  No
- 2a** Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. **See attached statement**  Yes  No
- b** Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a** Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b** Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.  Yes  No
- c** List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VII Your Specific Activities (Continued)**

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)  **Yes**  **No**
- mail solicitations  phone solicitations  
 email solicitations  accept donations on your website  
 personal solicitations  receive donations from another organization's website  
 vehicle, boat, plane, or similar donations  government grant solicitations  
 foundation grant solicitations  Other **Combined Federal Campaign**
- Attach a description of each fundraising program. **See attached statement**
- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  **Yes**  **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  **Yes**  **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you. **See attached statement**
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  **Yes**  **No**
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- 5** Are you **affiliated** with a governmental unit? If "Yes," explain.  **Yes**  **No**
- 6a** Do you or will you engage in **economic development**? If "Yes," describe your program.  **Yes**  **No**
- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.
- 
- 7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  **Yes**  **No**
- b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  **Yes**  **No**
- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
- 
- 8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  **Yes**  **No**
- 
- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  **Yes**  **No**
- b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**
- c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**
- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**
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- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  **Yes**  **No**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No
- 
- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  Yes  No
- b** Name the foreign countries and regions within the countries in which you operate. **See attached statement**
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. **See attached statement**  Yes  No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  Yes  No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form.  Yes  No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  Yes  No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.  Yes  No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  Yes  No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No

**Part VIII Your Specific Activities (Continued)**

- 15** Do you have a **close connection** with any organizations? If "Yes," explain. **See attached statement**  **Yes**  **No**
- 16** Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain.  **Yes**  **No**
- 17** Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain.  **Yes**  **No**
- 18** Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain.  **Yes**  **No**
- 19** Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  **Yes**  **No**
- 20** Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C.  **Yes**  **No**
- 21** Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F.  **Yes**  **No**
- 22** Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.  **Yes**  **No**

**Note: Private foundations** may use Schedule H to request advance approval of individual grant procedures.



**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.) **See attached statement**

**A. Statement of Revenues and Expenses**

	Type of revenue or expense	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		Current tax year				
		(a) From 1/1/2004 To 12/31/2004	(b) From 1/1/2003 To 12/31/2003	(c) From 1/1/2002 To 12/31/2002	(d) From 1/1/2001 To 12/31/2001	
Revenues	<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	6,560,899	4,939,803	4,318,172	5,097,146	20,916,020
	<b>2</b> Membership fees received	11,256,368	7,193,725	7,007,123	7,106,840	32,564,056
	<b>3</b> Gross investment income	1,882,689	2,981,022	(1,288,790)	626,289	4,201,210
	<b>4</b> Net unrelated business income	0	0	0	0	0
	<b>5</b> Taxes levied for your benefit	0	0	0	0	0
	<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0	0
	<b>7</b> Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	1,274,324	1,282,128	1,097,621	1,291,507	4,945,580
	<b>8</b> Total of lines 1 through 7	20,974,280	16,396,678	11,134,126	14,121,782	62,626,866
	<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	606,784	1,701,855	420,758	518,566	3,247,963
	<b>10</b> Total of lines 8 and 9	21,581,064	18,098,533	11,554,884	14,640,348	65,874,829
	<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0	0	0
	<b>12</b> Unusual grants	0	0	0	0	0
	<b>13</b> Total Revenue Add lines 10 through 12	21,581,064	18,098,533.00	11,554,884	14,640,348	65,874,829
<b>14</b> Fundraising expenses	190,843	149,580	164,913	106,539		
<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	2,255,609	1,827,686	1,041,086	1,029,371		
<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	0		
Expenses	<b>17</b> Compensation of officers, directors, and trustees	257,500	250,000	239,325	219,300	
	<b>18</b> Other salaries and wages	3,200,960	2,643,569	2,239,085	2,779,590	
	<b>19</b> Interest expense	28,745	27,590	38,685	195,340	
	<b>20</b> Occupancy (rent, utilities, etc.)	572,872	501,032	446,874	406,726	
	<b>21</b> Depreciation and depletion	858,433	522,513	302,873	204,941	
	<b>22</b> Professional fees	940,307	568,207	380,386	220,851	
	<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)	10,827,750	9,949,374	8,523,304	7,851,023	
	<b>24</b> Total Expenses Add lines 14 through 23	19,133,019	16,439,551	13,376,531	13,013,681	

**Part IX Financial Data (Continued)**

**B. Balance Sheet (for your most recently completed tax year)**

Year End: **12/31/2004**

See attached statement		Assets	(Whole dollars)
1	Cash		1,301,607
2	Accounts receivable, net		756,892
3	Inventories		0
4	Bonds and notes receivable (attach an itemized list)		3,750,549
5	Corporate stocks (attach an itemized list)		9,870,543
6	Loans receivable (attach an itemized list)		0
7	Other investments (attach an itemized list)		7,233,811
8	Depreciable and depletable assets (attach an itemized list)		0
9	Land		1,897,170
10	Other assets (attach an itemized list)		5,253,365
11	Total Assets (add lines 1 through 10)		30,063,937
		Liabilities	
12	Accounts payable		1,137,253
13	Contributions, gifts, grants, etc. payable		0
14	Mortgages and notes payable (attach an itemized list)		0
15	Other liabilities (attach an itemized list)		8,039,498
16	Total Liabilities (add lines 12 through 15)		9,176,751
		Fund Balances or Net Assets	
17	Total fund balances or net assets		20,887,186
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)		30,063,937
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions.  Yes  No
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.  Yes  No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.  Yes  No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?  Yes  No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.  
The organization is not a private foundation because it is:
  - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
  - b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B.
  - c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
  - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

**Part X Public Charity Status (Continued)**

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

**6** If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

  
(Signature of Officer, Director, Trustee, or other authorized official)

**Ron Van Pool**  
(Type or print name of signer)

2/10/06  
(Date)

**President**  
(Type or print title or authority of signer)

For Director, Exempt Organizations

By \_\_\_\_\_ Date \_\_\_\_\_

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. \_\_\_\_\_
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No


**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$500. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$150. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
 If "Yes," check the box on line 2 and enclose a user fee payment of \$150 (Subject to change—see above).  
 If "No," check the box on line 3 and enclose a user fee payment of \$500 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$150 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$500 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here

  
(Signature of Officer, Director, Trustee, or other authorized official)

**Ron Van Pool**  
(Type or print name of signer)

**2/10/06**  
(Date)

**President**  
(Type or print title or authority of signer)

**Reminder: Send the completed Form 1023 Checklist with your filled-in-application.**

**Schedule G. Successors to Other Organizations**

**1a** Are you a **successor to a for-profit organization**? If "Yes," explain the relationship with the **predecessor** organization that resulted in your creation and complete line 1b.  Yes  No

**b** Explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status.

**2a** Are you a successor to an organization other than a for-profit organization? Answer "Yes" if you have taken or will take over the activities of another organization; or you have taken or will take over 25% or more of the fair market value of the net assets of another organization. If "Yes," explain the relationship with the other organization that resulted in your creation.  Yes  No

**b** Provide the tax status of the predecessor organization. **See attached statement**

**c** Did you or did an organization to which you are a successor previously apply for tax exemption under section 501(c)(3) or any other section of the Code? If "Yes," explain how the application was resolved. **See attached statement**  Yes  No

**d** Was your prior tax exemption or the tax exemption of an organization to which you are a successor revoked or suspended? If "Yes," explain. Include a description of the corrections you made to re-establish tax exemption.  Yes  No

**e** Explain why you took over the activities or assets of another organization. **See attached statement**

**3** Provide the name, last address, and EIN of the predecessor organization and describe its activities.

Name: **United States Swimming, Inc.** EIN: **31-0981848**

Address: **1 Olympic Plaza, Colorado Springs Colorado 80909**

**4** List the owners, partners, principal stockholders, officers, and governing board members of the predecessor organization. Attach a separate sheet if additional space is needed. **See attached statement**

Name	Address	Share/Interest (if a for-profit)
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----

**5** Do or will any of the persons listed in line 4, maintain a working relationship with you? If "Yes," describe the relationship in detail and include copies of any agreements with any of these persons or with any for-profit organizations in which these persons own more than a 35% interest.  Yes  No

**6a** Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof. **See attached statement**  Yes  No

**b** Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions.  Yes  No **See attached statement**

**c** Provide a copy of the agreement(s) of sale or transfer.

**7** Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed.  Yes  No

**8** Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, or from persons listed in line 4, or from for-profit organizations in which these persons own more than a 35% interest? If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined.  Yes  No

**9** Will you lease or rent property or equipment to persons listed in line 4, or to for-profit organizations in which these persons own more than a 35% interest? If "Yes," attach a list of the property or equipment, provide a copy of the lease or rental agreement(s), and indicate how the lease or rental value of the property or equipment was determined.  Yes  No

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

**Part I, Item 9a**

**Organization's Web Site**

US Swimming, Inc., a Colorado nonprofit corporation (the "Colorado Corporation"), does not currently operate its own web site. United States Swimming, Inc. d/b/a USA Swimming, an Ohio non-profit corporation (the "Ohio Corporation"), maintains a web site at [www.usaswimming.org](http://www.usaswimming.org). The Colorado Corporation will assume operation of this web site following the merger between the Ohio Corporation and the Colorado Corporation, as described in more detail below.

**Part IV**

**Description of Activities**

The Colorado Corporation has been formed and currently exists as a shell corporation for the sole purpose of the re-incorporation of the Ohio Corporation as a Colorado nonprofit corporation. In the near future, the Ohio Corporation will be merged with and into the Colorado Corporation, with the Colorado Corporation surviving the merger (hereafter the "Merger"). Following the Merger, the Colorado Corporation will take on the activities of the Ohio Corporation.

The Ohio Corporation and the Colorado Corporation have been formed and are operated/will be operated for educational purposes and to foster national and international amateur sports competition in the sport of swimming. The Ohio Corporation has been recognized by the United States Olympic Committee ("USOC") as the National Governing Body for the sport of swimming in the United States and has operated as a nonprofit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code since June 19, 1980. Once the Merger is complete, the Colorado Corporation will conduct all of the activities of the Ohio Corporation.

As the National Governing Body, the Ohio Corporation is charged with and conducts the following activities:

- Member Services (20% of Total Time) - The Ohio Corporation services its approximately 300,000 members by maintaining a membership database that consolidates registration information gathered from 59 Local Swimming Committees and approximately 2,800 member swimming clubs. Various insurance coverage is provided to member clubs and athletes. Member benefits include a free bimonthly magazine.

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

- Club Development (15% of Total Time) – The Ohio Corporation supports and strengthens the national infrastructure of club swimming through club management and education programs disseminated by a group of Sport Consultants who make hundreds of onsite club visits each year. Pool facility advocacy and advisory services are available to membership and the public.

- Selection of Olympic and Pan-American Games Teams (5% of Total Time) – The Ohio Corporation conducts trials and makes recommendations to the USOC on those individuals who will represent the United States in the sport of swimming in the Olympic Games and the Pan-American Games.

- Selection of Athletes to Compete in International Competitions (15% of Total Time) – The Ohio Corporation is a member of the Federation Internationale de Natation (“FINA”), the international governing body for the sport of swimming. As such, it is charged with selecting and sending Americans to compete in certain international competitions sanctioned by FINA, including, for example, the World Championships.

- Conduct of National Competitions (10% of Total Time) – The Ohio Corporation organizes and conducts competitions throughout the United States, including without limitation the National Championships, Junior Championships and the U.S. Open, and it sanctions local and regional competitions.

- Athlete Development (5% of Total Time) – The Ohio Corporation conducts a number of programs designed to identify and develop athletes in the sport of swimming throughout the country. These activities include conducting camps, clinics, and local competitions.

- Coaching (5% of Total Time) – The Ohio Corporation also organizes and produces coaching clinics, certification programs and other programs designed to improve the overall quality of coaching in the sport of swimming throughout the United States.

- Referees and Officials (5% of Total Time) – The Ohio Corporation puts on clinics and workshops designed to improve on the quality and knowledge of officials in the sport of swimming throughout the United States.

- Sports Science and Sports Medicine (5% of Total Time) – The Ohio Corporation conducts, coordinates and funds research to augment and enhance its athletes’ performances, through technology and science, in their preparation toward, and performance at, national and international competitions. It conducts programs and provides assistance to its members in the areas of sports medicine as well.

US Swimming, Inc.  
 One Olympic Plaza  
 Colorado Springs, Colorado 80909  
 EIN #20-4264282

**Form 1023**

- Sport Promotion (15% of Total Time) - The Ohio Corporation promotes the sport of swimming through its website, bimonthly magazine, national learn to swim and water safety campaigns, and purchasing television airtime to showcase events and athletes.

The Colorado Corporation will undertake all of these activities of the Ohio Corporation following the Merger.

**Part V, Items 1b and 1c**

**Highest Compensated Employees and Independent Contractors**

The highest compensated employees and independent contractors listed in these items relate to the Ohio Corporation. However, it is anticipated that these employees and independent contractors will continue to provide similar services to and receive similar compensation from the Colorado Corporation following the Merger.

**Part V, Item 3a**

**Qualifications, Average Hours Worked, and Duties**

<u>Name</u>	<u>Qualifications</u>	<u>Average Hours Worked</u>	<u>Duties</u>
Chuck Wielgus	B.A. in 1972 (History) from Providence College, Providence, RI. M. Ed. in 1974 from Springfield College, Springfield, MA. 30+ years experience in sports field (10 years as a coach, 20+ years in management.)	50 hours/week	As executive director of the Ohio Corporation (and the Colorado Corporation post Merger), Mr. Wielgus is responsible for the day to day operations of the Corporation.
Ron Van Pool	BA in 1965 (Business Administration) from University of Washington, Seattle, WA. MBA in 1968 (Business Administration) from the University of California, Berkeley. 33 years business experience with Weyerhaeuser Company (forest products); 25 years experience with USA Swimming (volunteer official and elected leadership positions)	30 hours/week	As president of the Colorado Corporation, Mr. Van Pool carries out all of the duties of president as set forth in Section 4.6(a) of the Colorado Corporation's bylaws.



US Swimming, Inc.  
 One Olympic Plaza  
 Colorado Springs, Colorado 80909  
 EIN #20-4264282

Form 1023

<u>Name</u>	<u>Qualifications</u>	<u>Average Hours Worked</u>	<u>Duties</u>
Wells O'Brien	LLB (now JD) in 1956 from University of Arizona. 50+ years as a lawyer and businessman 24+ years member of and associated with the Ohio Corporation	10 hours/week	As secretary and treasurer of the Colorado Corporation, Mr. O'Brien carries out all of the duties of secretary and treasurer as set forth in Sections 4.6(b) and 4.6(c), respectively, of the Colorado Corporation's bylaws.
Rodney E. Davis	B.S. in 1986 (Marketing) from Ball State University. Mr. Davis has 20 years of sports marketing experience. He started his career with the Indianapolis Colts and then went on to stints with the Indiana Sports Corporation (VP - Marketing), USA Gymnastics (Sr. VP - Marketing), the RCA Tennis Championships (President & Tournament Director), and USA Swimming (Chief Marketing Officer).	50 hours/week	As Chief Marketing Officer of the Colorado Corporation, Mr. Davis oversees the Business Development/ Events division.
Pat Hogan	B.A. in 1975 (History) from Southern Methodist University, Dallas TX. 30 years experience in swimming (27 years as a coach, 3 years in management)	50 hours/week	Mr. Hogan oversees the Club Development division of the Colorado Corporation.
Michael S. Unger	BA in 1987 (Journalism) from University of Wisconsin. MS in 1993 (Sport Management), University of Massachusetts. Journalist for 3 years, and coach for 8 years. Over 12 years in sport management with USA Swimming.	50 hours/week	As Chief Operating Officer of the Colorado Corporation, Mr. Unger oversees the Business Operations/ Member Services division.

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

<u>Name</u>	<u>Qualifications</u>	<u>Average Hours Worked</u>	<u>Duties</u>
Ambrose Gaines	Bachelors Degree in 1982 (Mass Communication) from Auburn University. Three time Olympic Gold medalist and member of the Olympic Hall of Fame. Mr. Gaines has been a TV color commentator for CBS, TNT and ESPN, and called his fourth Olympic telecast for NBC at the 2004 Games in Athens.	50 hours/week	As Chief Fundraising and Alumni Officer of the Colorado Corporation, Mr. Gaines is responsible for the fundraising activities of the Corporation.
Holme Roberts & Owen LLP ("HRO")	HRO is an international law firm with expertise in sports law, business law and in advising clients on tax and nonprofit corporate law issues.	Approximately 500 hours per year	HRO's duties consist of providing advice on matters of federal, state, and local tax law as well as advising on matters of nonprofit corporate law and corporate governance.
Warschawski Public Relations	Warschawski is a full service PR and marketing agency offering the entire scope of public relations, marketing and branding services.	1000 hours per year	Warschawski handles all public relations for USA Swimming member promotions.
Statera	Statera is a business and technology services and solutions provider that helps companies large and small optimize organizational performance by mapping strategic goals and objectives to IT initiatives.	1000 hours per year	Statera provides business analysis and technology services to assist USA Swimming with the design and development of custom business applications.

US Swimming, Inc.  
 One Olympic Plaza  
 Colorado Springs, Colorado 80909  
 EIN #20-4264282

**Form 1023**

<u>Name</u>	<u>Qualifications</u>	<u>Average Hours Worked</u>	<u>Duties</u>
RBC Dain Rauscher	RBC Dain Rauscher Inc. is one of the nation's largest full-service securities firms with more than 1,800 financial consultants and 5,000 employees. The company serves individual investors and businesses through offices coast to coast, and capital markets and correspondent clients in select U.S. and international markets.	250 hours per year	RBC Dain Rauscher makes investment manager and asset allocation recommendations to the Investment Committee, executes trades, provides regular portfolio performance reporting, and is custodian for USA Swimming's investment portfolio.

**Part V, Item 5a**

**Conflict of Interest Policy**

Section 502.7 of the corporate bylaws of the Ohio Corporation contains a conflict of interest policy, a copy of which is attached hereto as Exhibit C. Prior to the Merger, the Ohio Corporation will amend these bylaws to require that any director or committee member having a conflict of interest with respect to a transaction involving the Ohio Corporation must leave any meeting at which the transaction involving the conflict of interest is discussed and voted upon. This amendment will make the Ohio Corporation's conflict of interest policy consistent with the IRS' sample conflict of interest policy. Following this amendment to the bylaws, the Ohio Corporation and the Colorado Corporation will merge, and the corporate bylaws of the Ohio Corporation (including the conflict of interest policy contained in Section 502.7) will become the bylaws of the Colorado Corporation.

**Part V, Items 6a and 6b**

**Discretionary Bonuses**

The Colorado Corporation does not have a structured bonus program. However, the Colorado Corporation will award discretionary bonuses from time to time to its employees for exceptional performance. When awarded, such bonuses will typically amount to approximately 3% of a person's gross salary. The Colorado Corporation will not award discretionary bonuses to its independent contractors. As indicated above, the Colorado Corporation will follow the

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

procedures set forth in Part V, Item 4 of Form 1023 to ensure that it pays no more than reasonable compensation.

**Part VI, Item 1a**

The Ohio Corporation provides funding to elite athletes through its athlete support program, provides uniforms to its national teams and its officials, and provides services to its individual members and its member clubs. The Ohio Corporation's services to individual and club members include the provision of insurance, *Splash* magazine, education and training videos, written education and training materials and safety training. The Colorado Corporation will provide these same goods and services to its members following the Merger.

**Part VI, Item 2**

The Ohio Corporation's athlete support programs are limited to elite athletes who have qualified for specific international competitions. However, the remaining goods and services provided by the Ohio Corporation are available to all of its approximately 350,000 individual members and 2,800 club members.

**Part VIII, Item 2a**

**Influence Legislation**

The Ohio Corporation engages in limited activities and expends a small amount of its funds in efforts to influence legislation.

**Part VIII, Items 4a and 4d**

**Fundraising**

The Colorado Corporation has not established a formal fundraising program. However, upon the Merger of the Ohio Corporation with and into the Colorado Corporation, the Colorado Corporation will continue the fundraising program of the Ohio Corporation. These activities include the solicitation of sponsors and of contributions from individuals, corporations and individual businesses who have an interest in the sport of swimming. In addition, the Colorado Corporation will make application to participate in the Combined Federal Campaign.

The Ohio Corporation is served by a 509(a)(3) supporting organization, USA Swimming Foundation, which seeks funds from the general public and publicly supported organizations as

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

well as endowment funds and restricted funds from appropriate sources. USA Swimming Foundation seeks contributions by means of fundraising events and direct solicitation of gifts from individuals, corporations and individual businesses, and it conducts all fundraising activities internally rather than using professional fundraisers. It is intended that USA Swimming Foundation will serve as a supporting organization of the Colorado Corporation following the Merger.

As with the Ohio Corporation, the Colorado Corporation may conduct solicitation activities in all fifty states within the United States.

**Part VIII, Item 10**

**Intellectual Property**

The Ohio Corporation owns various registered and unregistered trademarks, copyrights to its written publications (including *Splash* magazine), videos, DVDs, software and other miscellaneous works of tangible expression. The Ohio Corporation distributes various of its copyrighted works to its members as a benefit. It also markets and sells clothing items and other merchandise bearing its marks, and licenses the use of its marks to various of its sponsors. All intellectual property of the Ohio Corporation will be owned by the Colorado Corporation after the Merger.

**Part VIII, Item 11**

**Contributions in Kind**

The Colorado Corporation has not received any in-kind contributions as described in this item, but the Colorado Corporation may receive and accept such in-kind contributions in the future, which may be conditioned by the donor so long as such conditional contribution is entirely consistent with its exempt purposes.

**Part VIII, Item 12**

**Foreign Activities**

While the Colorado Corporation will not conduct its "operations" in foreign countries, it will send swimming teams to the Swimming World Championships and other international swimming competitions that are conducted around the world. It also will attend meetings of FINA and other international swimming meetings that are held in foreign countries.

**US Swimming, Inc.  
One Olympic Plaza  
Colorado Springs, Colorado 80909  
EIN #20-4264282**

**Form 1023**

**Part VIII, Item 13**

While it is not anticipated that the Colorado Corporation will make grants, loans or other distributions to organizations in 2005, the Ohio Corporation did contribute \$130,000 to help with the Katrina hurricane relief to the American Red Cross and Salvation Army Katrina disaster relief funds.

**Part VIII, Item 15**

**Close Connection with Another Organization**

As mentioned above, the board of directors of the Ohio Corporation has determined that it is in the Ohio Corporation's best interests to change the Ohio Corporation's state of incorporation to the State of Colorado. To this end, the Colorado Corporation was formed as a shell corporation to be merged with the Ohio Corporation, with the Colorado Corporation surviving the Merger. Following the merger, the Colorado Corporation will undertake all of the Ohio Corporation's activities, and the Colorado Corporation will assume all of the Ohio Corporation's debts, assets, and liabilities as part of the Merger.

In addition, USA Swimming Foundation, a Colorado nonprofit corporation that has been recognized as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, operates as a non-private foundation since (i) it was formed and is operated exclusively for the Ohio Corporation's benefit, and (ii) it is operated and controlled by the Ohio Corporation. It is intended that USA Swimming Foundation will serve as a supporting organization of the Colorado Corporation following the Merger.

**Part IX, Item A**

**Statement of Revenue and Expenses**

The Colorado Corporation has no financial data. However, since the Colorado Corporation will succeed to the assets, debts, and liabilities of the Ohio Corporation as a result of the Merger, the Colorado Corporation has included the financial data for the Ohio Corporation on this Application. Please see below the itemized lists requested by the Form 1023 Statement of Revenue and Expenses:

US Swimming, Inc.  
 One Olympic Plaza  
 Colorado Springs, Colorado 80909  
 EIN #20-4264282

Form 1023

Year 2004

Line 7. Any revenue not otherwise listed

<u>Item</u>	<u>Amount</u>
Mailing List Sales	69,278
Swim-A-Thon	136,709
Advertising	21,300
Insurance Safety Rebate	750,000
Other Revenue	297,037
<b>Total</b>	<b>1,274,324</b>

Line 9. Gross receipts from admissions, merchandise sold, or services performed, or furnishing of facilities in any activity that is related to your exempt purposes

<u>Item</u>	<u>Amount</u>
Events	606,784
<b>Total</b>	<b>606,784</b>

Line 15. Contributions, gifts, grants, and similar amounts paid out

<u>Item</u>	<u>Amount</u>
Athlete Assistance and Medal Money	1,973,750
Grants	281,859
<b>Total</b>	<b>2,255,609</b>

Line 23. Any expense not otherwise classified, such as program services

<u>Item</u>	<u>Amount</u>
Pension Plan Contributions	287,667
Other Employee Benefits	597,720
Payroll Taxes	239,592
Supplies	740,218
Equipment Rental and Maintenance	39,140
Printing and Publications	769,728
Travel	2,754,809
Incentive Payments and Awards	492,618
Graphics, Artwork and Photos	3,419

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

Insurance	2,617,453
Protocol and Gifts	72,509
Software, Gear and Equipment	393,547
Apparel and Uniforms	211,506
Other Expense	30,630
Television and Video Production	693,386
Dues, Fees and Tickets	691,455
Advertising	192,353
<b>Total</b>	<b>10,827,750</b>

**Year 2003**

Line 7. Any revenue not otherwise listed

<b><u>Item</u></b>	<b><u>Amount</u></b>
Mailing List Sales	54,427
Swim-A-Thon	142,066
Advertising	16,750
Insurance Safety Rebate	743,500
Other Revenue	325,385
<b>Total</b>	<b>1,282,128</b>

Line 9. Gross receipts from admissions, merchandise sold, or services performed, or furnishing of facilities in any activity that is related to your exempt purposes

<b><u>Item</u></b>	<b><u>Amount</u></b>
Events	1,701,855
<b>Total</b>	<b>1,701,855</b>

Line 15. Contributions, gifts, grants, and similar amounts paid out

<b><u>Item</u></b>	<b><u>Amount</u></b>
Athlete Assistance and Medal Money	1,529,980
Grants	297,706
<b>Total</b>	<b>1,827,686</b>



**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

Line 23. Any expense not otherwise classified, such as program services

<b>Item</b>	<b>Amount</b>
Pension Plan Contributions	208,885
Other Employee Benefits	569,444
Payroll Taxes	196,899
Supplies	705,281
Equipment Rental and Maintenance	64,783
Printing and Publications	756,917
Travel	2,145,970
Incentive Payments and Awards	487,398
Graphics, Artwork and Photos	10,300
Insurance	2,521,027
Protocol and Gifts	4,305
Software, Gear and Equipment	139,468
Apparel and Uniforms	223,939
Other Expense	75,694
Television and Video production	1,375,973
Dues, Fees and Tickets	463,091
<b>Total</b>	<b>9,949,374</b>

**Year 2002**

Line 7. Any revenue not otherwise listed

<b>Item</b>	<b>Amount</b>
Mailing List Sales	47,079
Swim-A-Thon	115,142
Advertising	14,990
Insurance Safety Rebate	736,800
Other Revenue	183,610
<b>Total</b>	<b>1,097,621</b>

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

Line 9. Gross receipts from admissions, merchandise sold, or services performed, or furnishing of facilities in any activity that is related to your exempt purposes

<u>Item</u>	<u>Amount</u>
Events	420,758
<b>Total</b>	<b>420,758</b>

Line 15. Contributions, gifts, grants, and similar amounts paid out

<u>Item</u>	<u>Amount</u>
Athlete Assistance and Medal Money	1,041,086
<b>Total</b>	<b>1,041,086</b>

Line 23. Any expense not otherwise classified, such as program services

<u>Item</u>	<u>Amount</u>
Pension Plan Contributions	184,992
Payroll Taxes	823,464
Supplies	514,481
Equipment Rental and Maintenance	70,501
Printing and Publications	771,309
Travel	1,951,406
Awards and Promotion	243,503
Graphics, Artwork & Photos	672
Insurance	2,376,358
Protocol and Gifts	27,857
Equipment and Supplies	98,241
Apparel and Uniforms	169,969
Other Expense	37,104
Television and Video Production	844,400
Dues and Subscriptions	409,047
<b>Total</b>	<b>8,523,304</b>

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

**Year 2001**

Line 7. Any revenue not otherwise listed

<u>Item</u>	<u>Amount</u>
Mailing List Sales	60,782
Swim-A-Thon	130,733
Advertising	4,824
Insurance Safety Rebate	748,950
Other Revenue	346,218
<b>Total</b>	<b>1,291,507</b>

Line 9. Gross receipts from admissions, merchandise sold, or services performed, or furnishing of facilities in any activity that is related to your exempt purposes

<u>Item</u>	<u>Amount</u>
Events	518,566
<b>Total</b>	<b>518,566</b>

Line 15. Contributions, gifts, grants, and similar amounts paid out

<u>Item</u>	<u>Amount</u>
Athlete Assistance and Medal Money	1,029,371
<b>Total</b>	<b>1,029,371</b>

Line 23. Any expense not otherwise classified, such as program services

<u>Item</u>	<u>Amount</u>
Payroll Taxes	170,306
Supplies	134,489
Postage and Shipping	426,381
Equipment Rental and Maintenance	34,425
Printing and Publications	766,384
Conferences, Conventions, and Meetings	16,247
Contract Labor	19,493
Awards and Promotion	54,587

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

Graphics, Artwork & Photos	32,129
Honoraria	98,090
Insurance	2,229,347
Per Diem	157,469
Protocol and Gifts	63,379
Registration and Event Fees	414,676
Travel, Lodging, and Hospitality	1,575,884
Equipment and Supplies	106,103
Apparel and Uniforms	309,410
Ground Transportation	108,250
Other Fees and Services	102,899
Production Fees	1,020,090
Dues and Subscriptions	10,985
<b>Total</b>	<b>7,851,023</b>

**Part IX, Item B**

**Balance Sheet**

As of the date of this Application, the Colorado Corporation has no assets or liabilities. The information presented on the balance sheet is that of the Ohio Corporation. Please see below the itemized lists requested by the Form 1023 Balance Sheet:

Line 4. Bonds and Notes Receivable

<b><u>Item</u></b>	<b><u>Amount</u></b>
Corporate Bonds	1,976,882
Government Bonds	1,773,667
<b>Total</b>	<b>3,750,549</b>

Line 5. Corporate Stock

<b><u>Item</u></b>	<b><u>Amount</u></b>
Common Stock	9,870,543
<b>Total</b>	<b>9,870,543</b>

US Swimming, Inc.  
One Olympic Plaza  
Colorado Springs, Colorado 80909  
EIN #20-4264282

**Form 1023**

Line 7. Other Investments

<u>Item</u>	<u>Amount</u>
Money Market Funds	573,997
Insurance Company	3,431,770
Fixed Income Funds	1,302,423
US Treasury	1,726,479
Certificates of Deposit	199,142
<b>Total</b>	<b>7,233,811</b>

Line 10. Other Assets

<u>Item</u>	<u>Amount</u>
Prepaid Expenses and Deferred Charges	5,253,365
<b>Total</b>	<b>5,253,365</b>

Line 15. Other Liabilities

<u>Item</u>	<u>Amount</u>
Deferred Revenue	6,159,498
Tax-Exempt Bond Liabilities	1,880,000
<b>Total</b>	<b>8,039,498</b>

**Schedule G, Item 2a**

See Part IV (Description of Activities) and Part VIII, Item 15 (Close Connection with Another Organization) for a description of the relationship between the Colorado Corporation and the Ohio Corporation.

**Schedule G, Item 2b**

The Ohio Corporation is a nonprofit corporation that is recognized as exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.

**Schedule G, Item 2c**

The Ohio Corporation was previously granted an exemption from federal income taxation because it is an organization described in Section 501(c)(3) of the Internal Revenue Code. See Exhibit D for a copy of the Ohio Corporation's determination letter.

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

**Schedule G, Item 2e**

See Part IV (Description of Activities) and Part VIII, Item 15 (Close Connection with Another Organization) for a description of the reasons why the Colorado Corporation is taking over the activities of the Ohio Corporation.

**Schedule G, Item 4**

<b>Name</b>	<b>Title</b>	<b>Address</b>
Ron Van Pool	President	29001 – 8 <sup>th</sup> Avenue South Federal Way, WA 98003
Mary Jo Swalley	Local Administration VP	41 Hitchcock Way, Ste. B Santa Barbara, CA 93105-6159
Jeff Gudman	National Administration VP	4088 SW Orchard Way Lake Oswego, OR 97035-1871
Leanne Spletzer	Program Development VP	901 N. Wilton Road New Canaan, CT 06840
Mike Saltzstein	Program Operations VP	P.O. Box 2492 La Mesa, CA 91943
Jim Wood	Technical Vice President	P.O. Box 215 Berkeley Heights, NJ 07922
Bryan Jones	Athlete's Vice President	3936 Sendero Drive Austin, TX 78735-6386
Trent Staley	AEC Executive Vice-Chair	6218 South 238 <sup>th</sup> Place, DD105 Kent, WA 98032
Pete Carney	Treasurer	828 Old Bell Road Charlotte, NC 28270-2706
B. Wells O'Brien	Secretary / General Counsel	712 Villaggio Dr. Greenville, SC 29609

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

<b>Name</b>	<b>Title</b>	<b>Address</b>
Jamie Rauch	Director—Athlete Representative	320 W. Illinois, Apt. #1000 Chicago, IL 60610
Linda Riker	Director—Athlete Representative	34 N. Huron Apt. 2 Ypsilanti, MI 48197
Tom Wilkens	Director—Athlete Representative	136 Shore Blvd. Keansburg, NJ 07734
Wayne Burrow	Director—NCAA Allied Representative	3363 Eden Village Drive Carmel, IN 46033
Michael Lawrence	Director—OIOC	Lake Forest Swim Club 555 N. Sheridan Road Lake Forest, IL 60045
Jim Ryan	Director—YMCA Allied Representative	Brandywine YMCA 3 Mt. Lebanon Road Wilmington, DE 19803
Dale Neuburger	Director—Ex-Officio— Immediate Past President	PROS Consulting, LLC 201 South Capitol – Suite 505 Indianapolis, IN 46225-1069
Carol Zaleski	Director—Ex-Officio—Past President	23 Old Timber Trail Pittsburgh, PA 15238
Bill Maxson	Director—Ex-Officio—Past President	12702 Wynfield Pines Court Des Peres, MO 63131
Sandy Baldwin	Director—Ex-Officio—Past President	4346 North 40 <sup>th</sup> Street Phoenix, AZ 85018
Ross Wales	Director—Ex-Officio—Past President	Taft, Stettinius & Hollister LLP 1800 Star Bank Center 425 Walnut Street Cincinnati, OH 45202-3957

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

<b>Name</b>	<b>Title</b>	<b>Address</b>
Ted Haartz	Director—Ex-Officio—Masters Swimming	2017 West Placita de Enero Green Valley, AZ 85614-5433
Julia Gorman	Director—Ex-Officio	932 E. Pebworth Road Magnolia, DE 19962
Jason Prince	Director—Ex-Officio	316 Ostemo Place South Bend, IN 46617
Tom Dolan	Director—Ex-Officio—USOC AAC Representative	12 S. Manchester Street Arlington, VA 22204
Lindsay Mintenko	Director—Ex-Officio—USOC AAC Representative-Alternate	2414 Vanderbilt #B Redondo Beach, CA 90278
Janet Evans	Director—Ex-Officio	c/o Kathy Parker USA Swimming One Olympic Plaza Colorado Springs, CO 80909
Mark Henderson	Director—Ex-Officio	2465 Chestnut Street #202 San Francisco, CA 94123
Bill Wadley	Director—Ex-Officio	1062 Oberlin Road Columbus, OH 43221
Arlene McDonald	Director—Central Zone (non coach)	114 Forest Knoll Lane Fishers, IN 46038
Eric E. Nelson	Director—Central Zone (coach)	334 Colonial Place Wichita, KS 67206-1903
Pete Gannon	Director—Eastern Zone (non coach)	208 Brownsmill Road Evans City, PA 16033
Ed Dellert	Director—Eastern Zone (coach)	520 Upper Highland Lakes Dr. Highland Lakes, NJ 07422



**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

Name	Title	Address
Dan McAllen	Director—Southern Zone (non coach)	9607 Shadydale Lane Dallas, TX 75238
Duffy Dillon	Director—Southern Zone (coach)	289 SE 3 <sup>rd</sup> Terrace Pompano Beach, FL 33060
Larry Johnson	Director—Western Zone	77327 Gallatin Road Bozeman, MT 59718
Vicki Marsh	Director—Western Zone (coach)	W 2226 Holyoke Spokane, WA 99208

**Schedule G, Item 5**

Each of the directors and officers of the Ohio Corporation immediately prior to the Merger shall continue to serve in the same capacity with the Colorado Corporation after the Merger until their respective successors have been duly elected and have qualified.

**Schedule G, Item 6a**

Upon completion of the Merger, all of the Ohio Corporation’s assets will become the assets of the Colorado Corporation as the survivor to the Merger. By operation of law, the Colorado Corporation’s acquisition of the Ohio Corporation’s assets does not constitute a conveyance, transfer, or assignment of those assets. *See* C.R.S. § 7-90-204(a).

**Schedule G, Item 6b**

Although the Colorado Corporation’s acquisition of the assets of the Ohio Corporation pursuant to the Merger does not constitute a “transfer” of such assets for purposes of state law, the assets will continue to be dedicated to use for exempt purposes by the Colorado Corporation upon completion of the Merger.

**US Swimming, Inc.**  
**One Olympic Plaza**  
**Colorado Springs, Colorado 80909**  
**EIN #20-4264282**

**Form 1023**

**SCHEDULE OF EXHIBITS**

- Exhibit A     Articles of Incorporation
- Exhibit B     Bylaws
- Exhibit C     Conflict of Interest Policy
- Exhibit D     Determination Letter for United States Swimming, Inc. (the Ohio Corporation)

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE**

I, Ginette Dennis, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

US Swimming, Inc.

is a  
Nonprofit Corporation

formed or registered on 10/24/2005 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20051395342 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 02/16/2006 that have been posted, and by documents delivered to this office electronically through 02/22/2006 @ 14:18:07 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 02/22/2006 @ 14:18:07 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6422454 .



*Ginette Dennis*

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."*



Colorado Secretary of State  
 Date and Time: 10/24/2005 12:54 PM  
 Entity Id: 20051395342

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Document number: 20051395342

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Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

**Articles of Incorporation for a Nonprofit Corporation**

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S.)

1. Entity name:

US Swimming, Inc.

*(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "Ltd." §7-90-601, C.R.S.)*

2. Use of Restricted Words (if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):

- "bank" or "trust" or any derivative thereof
- "credit union"       "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

One Olympic Plaza

*(Street name and number)*

Colorado Springs

*(City)*

CO

*(State)*

80909

*(Postal/Zip Code)*

United States

*(Country - if not US)*

*(Province - if applicable)*

4. Principal office mailing address:  
 (if different from above)

*(Street name and number or Post Office Box information)*

*(City)*

*(State)*

*(Postal/Zip Code)*

*(Province - if applicable)*

*(Country - if not US)*

5. Registered agent: (if an individual):

*(Last)*

*(First)*

*(Middle)*

*(Suffix)*

OR (if a business organization):

US Swimming, Inc.

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

One Olympic Plaza

*(Street name and number)*

Colorado Springs

*(City)*

CO

*(State)*

80909

*(Postal/Zip Code)*

8. Registered agent mailing address:  
(if different from above)

\_\_\_\_\_  
*(Street name and number or Post Office Box information)*  
\_\_\_\_\_  
\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*  
\_\_\_\_\_  
*(Province - if applicable) (Country - if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

\_\_\_\_\_  
*(mm/dd/yyyy)*

10. (Optional) Delayed effective date:

\_\_\_\_\_  
*(mm/dd/yyyy)*

11. Name(s) and address(es) of incorporator(s): (if an individual):

**O'Brien** **Wells**  
*(Last) (First) (Middle) (Suffix)*

**OR** (if a business organization):

\_\_\_\_\_  
**712 Villaggio Dr.**  
*(Street name and number or Post Office Box information)*  
\_\_\_\_\_  
**Greenville** **SC** **29609**  
*(City) (State) (Postal/Zip Code)*  
**United States**  
*(Province - if applicable) (Country - if not US)*

(if an individual)

**OR** (if a business organization)

\_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

\_\_\_\_\_  
*(Street name and number or Post Office Box information)*

\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*  
**United States**  
*(Province - if applicable) (Country - if not US)*

(if an individual)

**OR** (if a business organization)

\_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

\_\_\_\_\_  
*(Street name and number or Post Office Box information)*

\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*  
**United States**  
*(Province - if applicable) (Country - if not US)*

(If more than three incorporators, mark this box  and include an attachment stating the names and addresses of all incorporators.)

- 12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
- 13. The corporation will  **OR** will not  have voting members.
- 14. A description of the distribution of assets upon dissolution is attached.
- 15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box  and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

O'Brien	Wells	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i> <i>(Suffix)</i>
712 Villaggio Drive		
<i>(Street name and number or Post Office Box information)</i>		
Greenville	SC	29609
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
	United States	
<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>	

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box  and include an attachment stating the name and address of such individuals.)*

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

**ARTICLES OF INCORPORATION**  
**OF**  
**US SWIMMING, INC.**

Pursuant to section 7-122-102 and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), the undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation and adopts the following articles of incorporation:

**ARTICLE I.**

**NAME**

The name of the corporation is US Swimming, Inc.

**ARTICLE II.**

**DURATION**

The corporation shall have perpetual existence.

**ARTICLE III.**

**PURPOSES AND POWERS**

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and to foster national and international amateur sports competition in the sport of swimming 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 but not be limited to the following:

(a) To conduct national and international swimming competitions and to develop amateur athletes (as such term is defined in the Ted Stevens Olympic and Amateur Sports Act (the "Act")) for national and international competition in swimming;

(b) to promote and improve amateur athletic competition (as such term is defined in the Act) in the sport of swimming in the United States and to develop interest and participation throughout the United States in the sport of swimming and be responsible to the persons and amateur sports organizations it represents;

(c) to minimize, through coordination with other amateur sports organizations (as such term is defined in the Act), conflicts in the scheduling of practices and competitions;

(d) to keep amateur athletes involved in swimming informed of domestic and international (Federation International de Natation) policy matters and reasonably reflect the views of such athletes in its policy decisions;

(e) to promptly review every request submitted for a sanction as required by the Act and promptly grant sanctions pursuant to USA Swimming's rules and the Act;

(f) to hold international amateur athletic competitions in the sport of swimming in the United States; or



(g) to sponsor United States amateur athletes to compete in international amateur athletic competitions in the sport of swimming held outside the United States;

(h) to allow an amateur athlete participating in swimming to compete in any international amateur athletic swimming competition conducted under its auspices or that of any other amateur swimming sports organization or person (including the Federation International de Natation);

(i) to provide equitable support and encouragement for participation in programs for male and female swimming athletes and officials on a national and international basis without discrimination on the basis of race, color, religion, age, sex, or national origin;

(j) to encourage and support the development of amateur athletic swimming programs and competition for handicapped individuals in conjunction with other swimming programs;

(k) to provide and coordinate technical information on physical training, equipment design, coaching, and performance;

(l) to encourage, promote, sponsor, and support publications, institutes, clinics, seminars, establishment of scholarships, and institution and maintenance of training aids and facilities, research, development, and educational relating to the sport of swimming, and to disseminate information in the areas of sports medicine and sports safety;

(m) to institute, regulate, and issue awards for national swimming championships;

(n) to provide competitive swimming opportunities for all ages, sexes and levels of ability, including international competition;

(o) to encourage physical fitness and improve the quality of both competitive and non-competitive swimming among those who participate solely for the physical, educational, or social benefits derived therefrom;

(p) to encourage the construction of swimming facilities for use by swimmers in the United States;

(q) to operate exclusively for public health, safety, educational, and charitable purposes and to further the purposes and objectives of the Ted Stevens Olympic and Amateur Sports Act (136 U.S.C. 22501 et. seq.); and

(r) to aid in the accomplishment of such purposes, to make disbursements that qualify it as an exempt organization, under Section 501 (c)(3) of Internal Revenue Code of 1954 and the Tax Reform Act of 1976 (or the corresponding provisions of any future United States Internal Revenue law).

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, 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. In accordance with the foregoing, the specific powers of the corporation shall include but not be limited to the following:

- (a) to represent the United States in appropriate international swimming sports organizations, federations, or unions;
- (b) to establish national goals for swimming and encourage the attainment of these goals;
- (c) to serve as the coordinating body for amateur athletic swimming activity in the United States;
- (d) to exercise jurisdiction over international amateur athletic swimming competitions held in the United States and sanction the sponsorship of international amateur athletic swimming competitions including national championships and international amateur athletic swimming competitions held outside the United States;
- (e) to conduct amateur athletic swimming competitions, including national championships and international amateur athletic swimming competitions in the United States, and establish procedures for the determination of eligibility standards for participation in such swimming competitions, except for that amateur athletic competition specified in Section 220526 of the Ted Stevens Olympic and Amateur Sports Act;

(f) to recommend to the United States Olympic Committee individuals and teams to represent the United States in the Olympic Games and Pan American Games whenever applicable;

(g) to designate individuals and teams to represent the United States in international amateur athletic competitions (other than the Olympic Games and the Pan American Games) and certify, in accordance with applicable international rules, the amateur eligibility of such individuals and teams;

(h) to facilitate, through orderly and effective administrative procedures, the resolution of conflicts or disputes which involve any of its members and any amateur athlete, coach, instructor, trainer, manager, administrator, official, or amateur sports organizations, which arise in connection with their eligibility for and participation in the Olympic Games, the Pan American Games, world championship competition, or other competitions under the jurisdiction of the corporation;

(i) to sue and be sued;

(j) to make contracts;

(k) to acquire, hold and dispose of real and personal property as may be necessary for its corporate purposes;

(l) to accept and distribute grants, gifts, bequests, legacies, endowments, devises and other funds in furtherance of its corporate purposes;

(m) to borrow money to carry out its corporate purposes; issue notes, bonds, or other evidences of indebtedness thereof; and secure the same by mortgage, subject in each case to the laws of the United States or of any state;

- (n) to provide financial assistance to any organization or association, other than a corporation organized for profit, in furtherance of the purposes of the Corporation;
- (o) to approve and revoke membership in the Corporation;
- (p) to adopt and alter a corporate seal;
- (q) to establish and maintain offices and staff for the conduct of affairs of the Corporation;
- (r) to publish a newspaper, magazine, or other publication consistent with its corporate purposes;
- (s) to take any and all acts necessary and proper to carry out the purposes of the Corporation;
- (t) to amend its Articles of Incorporation and Bylaws in a manner not inconsistent with the Constitution and Bylaws of the United States Olympic Committee or with the laws of the United States;
- (u) to independently determine and control all matters central to governance of the Corporation and not to delegate such determination and control;
- (v) to remain free from outside restraint; and
- (w) to be a member of only one international sports federation which governs a sport included on the program of the Olympic or Pan American Games.

Section 3.3 Restrictions On Powers.

- (a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, 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 member, 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.

(b) 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.

(c) 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 and among 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, and/or governmental units within the meaning of section 170(b)(1)(A)(v) of the Internal Revenue Code for exclusively public purposes. The organizations or governmental units to receive such property, and their respective shares and interests, shall be determined by the board of directors.

(d) 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, if at any time the corporation is a "private

foundation” as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) 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;

(2) 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;

(3) 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;

(4) 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

(5) 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.

(e) 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.

#### OFFICES

Section 4.1 Principal Office. The address of the initial principal office of the corporation is One Olympic Plaza, Colorado Springs, Colorado 80909.

Section 4.2 Registered Office and Agent. The street address of the initial registered office of the corporation is One Olympic Plaza, Colorado Springs, Colorado 80909. US Swimming, Inc. shall serve as the initial registered agent at the initial registered office.

## ARTICLE V.

### MEMBERS

The corporation shall have such classes of voting and nonvoting members as may from time to time be prescribed by its bylaws or by the board of directors. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the bylaws of the corporation or by the board of directors. Voting powers may be denied to any class either generally or in any limited way. The corporation shall have no capital stock.

## ARTICLE VI.

### BOARD OF DIRECTORS

Section 6.1 General. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the bylaws of the corporation.

Section 6.2 Liability of Directors. No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an



improper personal benefit. If the Colorado Revised Nonprofit Corporation 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 Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section 6.2 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.

Section 6.3 Initial Board. Two directors shall constitute the initial board of directors. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Wells O'Brien	712 Villaggio Dr. Greenville, SC 29609
Ron Van Pool	29001 8 <sup>th</sup> Avenue South Federal Way, WA 98003-3702

## ARTICLE VII.

### BYLAWS

The initial bylaws of the corporation shall be as adopted by the board of directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the board of directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the corporation may contain any provisions for the managing and regulating 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 shall have the effect of giving any director or officer of the corporation or any other individual any

proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

**ARTICLE VIII.**

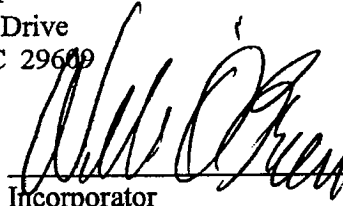
**AMENDMENTS**

The board of directors shall have the exclusive power and authority at any time and from time to time to amend these articles of incorporation by the vote of a majority of the directors then in office.

ARTICLE IX  
INCORPORATOR

The name and mailing address of the incorporator who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are:

Wells O'Brien  
712 Villaggio Drive  
Greenville, SC 29609

  
\_\_\_\_\_  
Incorporator

Date: 12/19/ \_\_\_\_\_, 2005

**BYLAWS  
OF  
US SWIMMING, INC.**

## TABLE OF CONTENTS

	<u>Page</u>
Article I. OFFICES .....	1
Section 1.1 Business Offices .....	1
Section 1.2 Registered Office .....	1
Article II. MEMBERS .....	1
Section 2.1 Classification, Qualification, Privileges and Election of Members. ....	1
Section 2.2 Dues .....	1
Section 2.3 Suspension and Termination of Membership .....	1
Section 2.4 Transfer of Membership .....	2
Section 2.5 Annual Meeting of Members .....	2
Section 2.6 Special Meetings .....	2
Section 2.7 Place of Meeting .....	2
Section 2.8 Notice of Meeting .....	2
Section 2.9 Quorum and Action of the Members .....	3
Section 2.10 Voting Rights; Proxies .....	3
Section 2.11 Committees .....	3
Section 2.12 Action Without a Meeting .....	4
Article III. BOARD OF DIRECTORS .....	4
Section 3.1 General Powers .....	4
Section 3.2 Qualifications, Number, Election and Tenure .....	4
Section 3.3 Resignation; Removal; Vacancies .....	4
Section 3.4 Regular Meetings .....	5
Section 3.5 Special Meetings .....	5
Section 3.6 Notice of Meetings .....	5
Section 3.7 Deemed Assent .....	6
Section 3.8 Quorum and Voting .....	6
Section 3.9 Voting by Proxy .....	6
Section 3.10 Compensation .....	6
Section 3.11 Committees .....	6
Section 3.12 Advisory Boards .....	7
Section 3.13 Meetings by Telephone .....	7
Section 3.14 Action Without a Meeting .....	7
Article IV. OFFICERS AND AGENTS .....	8
Section 4.1 Designation and Qualifications .....	8
Section 4.2 Election and Term of Office .....	8
Section 4.3 Compensation .....	8
Section 4.4 Removal .....	8
Section 4.5 Vacancies .....	9

Section 4.6	Authority and Duties of Officers .....	9
Section 4.7	Surety Bonds. ....	10
Article V. FIDUCIARY MATTERS .....		10
Section 5.1	Indemnification.....	10
Section 5.2	General Standards of Conduct for Directors and Officers. ....	11
Section 5.3	Conflicts of Interest .....	11
Section 5.4	Liability of Directors for Unlawful Distributions. ....	12
Section 5.5	Loans to Directors and Officers Prohibited.....	13
Article VI. RECORDS OF THE CORPORATION .....		13
Section 6.1	Minutes, Etc.....	13
Section 6.2	Accounting Records. ....	13
Section 6.3	Membership List.....	13
Section 6.4	Records In Written Form.....	13
Section 6.5	Records Maintained at Principal Office. ....	13
Section 6.6	Inspection of Records by Members.....	14
Article VII. AMENDMENT OF BYLAWS .....		16
Section 7.1	Amendment of Bylaws by Board of Directors.....	16
Section 7.2	Amendment of Bylaws by Members.....	16
Section 7.3	Changing Quorum or Voting Requirement for Members. ....	17
Section 7.4	Changing Quorum or Voting Requirement for Directors.....	17
Article VIII. MISCELLANEOUS .....		17
Section 8.1	Fiscal Year.....	17
Section 8.2	Conveyances and Encumbrances. ....	17
Section 8.3	Designated Contributions. ....	17
Section 8.4	References to Internal Revenue Code. ....	18
Section 8.5	Principles of Construction.....	18
Section 8.6	Severability.....	18

**BYLAWS**  
**OF**  
**US SWIMMING, INC.**

ARTICLE I.

OFFICES

Section 1.1 Business Offices. The initial principal office of the corporation shall be as stated in the articles of incorporation. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in Colorado may be changed from time to time by the board of directors or by the officers of the corporation, or to the extent permitted by the Act by the registered agent of the corporation, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

ARTICLE II.

MEMBERS

Section 2.1 Classification, Qualification, Privileges and Election of Members. The corporation shall have one class of voting members. Each voting member shall be entitled to vote in an election of directors and on any other matter requiring membership approval under the Act, the articles of incorporation or these bylaws. Any person may be a voting member. New voting members may be elected to membership at any time by the board of directors. If at any time there shall be no voting members, new voting members may be elected to membership by the board of directors.

Section 2.2 Dues. The board of directors may establish such membership initiation fees, periodic dues and other assessments and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases, as the board of directors shall deem necessary or appropriate. The board of directors may establish such rules and procedures for the manner and method of payment, the collection of delinquent dues and the proration or refund of dues in appropriate cases as the board of directors shall deem necessary or appropriate.

Section 2.3 Suspension and Termination of Membership. The membership of any member may be terminated at any time without cause by the board of directors. A member may only resign if the member has paid all dues and assessments then payable as specified in Section 2.2 above.

Section 2.4 Transfer of Membership. Membership in the corporation is not transferable. Members shall have no ownership rights or beneficial interests of any kind in the property of the corporation.

Section 2.5 Annual Meeting of Members. An annual meeting of the voting members shall be held during the month of April at the time and place, either within or outside Colorado, as determined by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting of the voting members, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action taken by the board of directors or officers of the corporation.

Section 2.6 Special Meetings. A special meeting of the voting members, for any purpose or purposes, may be called by the president and shall be called by the president upon the written request of voting members having at least fifty percent of the votes entitled to be cast at such meetings. The president may present business for consideration at a special meeting regardless of whether the business pertains to a purpose described in the notice of such meeting.

Section 2.7 Place of Meeting. Each meeting of the members shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of the corporation in Colorado. Any or all members may participate in any meeting through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting.

Section 2.8 Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no fewer than ten days (or if notice is mailed by other than first class, certified or registered mail, no fewer than thirty days) nor more than sixty days before the date of the meeting, either personally, by mail or private carrier, or by facsimile, electronic transmission or any other form of wire or wireless communication, by or at the direction of the president, or the secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of the corporation, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission or by any other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is complete. If the foregoing methods of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice. A member's attendance at a meeting also waives objection to consideration of a



particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2.9 Quorum and Action of the Members. Except as otherwise required by the Act or the articles of incorporation, twenty-five percent of the voting members entitled to vote on a matter shall constitute a quorum of the members with respect to such matter. With respect to all matters other than the election of directors, action is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required by the Act. In an election of multiple directors, that number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, are elected to the board of directors. When only one director is being voted upon, the affirmative vote of a majority of the members represented at a meeting at which a quorum is present shall be required for election to the board of directors. If less than a quorum of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed sixty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.10 Voting Rights; Proxies.

(a) Each voting member is entitled to one vote on each matter submitted to a vote of the voting members. Cumulative voting shall not be allowed.

(b) At each meeting of the voting members, a member entitled to vote thereat may vote by proxy executed in writing by the member or by such member's duly authorized attorney in fact. Such proxy shall be delivered to the corporation before or at the time of the meeting in any manner permitted by C.R.S. Section 7-127-203. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

(c) The right to vote of any member which is a corporation or unincorporated association may be exercised by such officer, agent or proxy as the bylaws, constitution or other governing instrument of such corporation or association may prescribe or, in the absence of such provision, as the board of directors or other governing body of such corporation or association may determine.

(d) The board of directors is not required to prepare a members' list in connection with any meeting of the members.

(e) Members may vote pursuant to a voting agreement only if such agreement is filed with the secretary of the corporation prior to such vote.

Section 2.11 Committees. The board of directors or the voting members at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The members of the committee shall elect a chair who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be the same as those set forth in

these bylaws or the Act for the board of directors unless the voting members or the committee itself determines otherwise.

Section 2.12 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the members or any committee thereof may be taken without a meeting either by unanimous written consent or by written ballot. Action by unanimous written consent is taken when a consent in writing, setting forth the action to be taken, is signed by all of the voting members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members entitled to vote thereon. Action by written ballot may be taken as provided under the Act. A written ballot may not be revoked.

### ARTICLE III.

#### BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its board of directors.

Section 3.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. Each director must be a natural person who is eighteen years of age or older. A director need not be a resident of Colorado.

(b) Number. The number of directors of the corporation shall be from two to fifteen, as determined by the members or the board of directors from time to time. Any action of the members or board of directors to change the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws changing the number of directors, provided such action otherwise satisfies the requirements for amending these bylaws as provided in the Act, the articles of incorporation or these bylaws.

(c) Election and Tenure. Directors shall be elected by the voting members at each annual meeting of the members for a term that expires at the end of the next annual meeting of the members. Each director so elected shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

Section 3.3 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director's incapacity as determined by a court of competent jurisdiction. Any director may be removed at any time, with or without cause, in the manner provided by the Act. Any vacancy of an elected director may be filled by the voting members. However, if the vacant office was held by a director elected by a voting

group of voting members, only that voting group is entitled to vote to fill the vacancy. A director elected to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an election at a meeting of the members called for that purpose, and a director so chosen shall hold office until the next election of directors and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. A regular annual meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of the members, or as soon as practicable thereafter at the time and place, either within or outside Colorado, determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix the time and place, either within or outside Colorado, for holding any special meeting of the board called by them.

Section 3.6 Notice of Meetings.

(a) Requirements. Notice of each meeting of the board of directors stating the date, time and place of the meeting shall be given to each director at such director's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 3.6(b), the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless: (i) at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because

of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these bylaws, the director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 3.7 Deemed Assent. A director of the corporation who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

Section 3.8 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.9 Voting by Proxy. No director may vote or act by proxy at any meeting of directors.

Section 3.10 Compensation. Directors shall not receive compensation for their services as such; however, the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.11 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the board of directors unless the board or the committee itself determines otherwise.

Section 3.12 Advisory Boards. The board of directors may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the board of directors shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the board of directors. An advisory board may provide such advice, service, and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the board of directors; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also directors, such committee or advisory board may not exercise any power or authority reserved to the board of directors by the Act, the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the board of directors or the president of the corporation.

Section 3.13 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.14 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting if each and every member of the board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers a writing described in this Section 3.14(a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.14 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

(c) No action taken pursuant to this Section 3.14 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.14(a), signed by all directors and not revoked pursuant to Section 3.14(d), are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.14 shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.

(d) Any director who has signed a writing pursuant to this Section 3.14 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by

the corporation before the last writing necessary to effect the action is received by the corporation.

(e) Action taken pursuant to this Section 3.14 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 3.14 shall be filed with the minutes of the meetings of the board of directors.

## ARTICLE IV.

### OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of the corporation shall be a president, a secretary and a treasurer. The board of directors may also appoint, designate or authorize such other officers, assistant officers and agents, including a chair of the board, an executive director, a chief financial officer, a controller, assistant secretaries and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time. Officers need not be directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

Section 4.2 Election and Term of Office. The board of directors, or an officer or committee to which such authority has been delegated by the board of directors, shall elect or appoint the officers at or in conjunction with each annual meeting of the board of directors. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 4.3 Compensation. The compensation, if any, of each officer shall be as determined from time to time by the board of directors, or by an officer or a committee to which such authority has been delegated by the board of directors. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination, including the comparison data used, the requirements of the position, and the evaluation of the officer's performance and experience. No officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the corporation. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 4.4 Removal. Any officer or agent may be removed by the board of directors at any time, with or without cause, but removal shall not affect the contract rights, if

any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the board of directors, or by any officer or committee to which such authority has been delegated by the board of directors, for the unexpired portion of the term. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the board of directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The president shall, subject to the direction and supervision of the board of directors: (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the members and of the board of directors; (iii) see that all resolutions of the board of directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to such office by the board of directors.

(b) Secretary. The secretary shall (i) keep the minutes of the proceedings of the members, the board of directors and any committees of the members or the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; (iv) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all members; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(c) Treasurer. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and

other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (v) upon request of the board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

Section 4.7 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

## ARTICLE V.

### FIDUCIARY MATTERS

#### Section 5.1 Indemnification.

(a) Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.



## Section 5.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc.. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation or Its Members. A director or officer shall not be liable as such to the corporation or its members for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 5.2.

(d) Director Not Deemed to Be a "Trustee." A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

## Section 5.3 Conflicts of Interest

(a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods

or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.

(b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(iii) The conflicting interest transaction is fair as to the corporation.

#### Section 5.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the director did not perform the director’s duties in compliance with the general standards of conduct for directors set forth in Section 5.2.

(b) Contribution. A director who is liable under Section 5.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 5.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 5.5 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

## ARTICLE VI.

### RECORDS OF THE CORPORATION

Section 6.1 Minutes, Etc. The corporation shall keep as permanent records minutes of all meetings of the members and board of directors, a record of all actions taken by the members or board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, and a record of all waivers of notices of meetings of the members and of the board of directors or any committee of the board of directors.

Section 6.2 Accounting Records. The corporation shall maintain appropriate accounting records.

Section 6.3 Membership List. The corporation, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class, showing the number of votes each member is entitled to vote.

Section 6.4 Records In Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 6.5 Records Maintained at Principal Office. The corporation shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These bylaws;
- (c) Resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations and obligations of the members or any class of the members;
- (d) The minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past three years;
- (e) All written communications within the past three years to the members generally as the members;
- (f) A list of the names and business or home addresses of the current directors and officers;

(g) A copy of the most recent corporate report delivered to the Colorado secretary of state;

(h) All financial statements prepared for periods ending during the last three years that a member of the corporation could have requested under section 6.6(c);

(i) The corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

(j) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

Section 6.6 Inspection of Records by Members.

(a) Records Maintained at Principal Office. A member (including a beneficial owner whose membership interest is held in a voting trust and any other beneficial owner of a membership interest who establishes beneficial ownership) shall be entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the records of the corporation described in Section 6.5, provided that the member gives the corporation written demand at least five business days before the date on which the member wishes to inspect and copy such records.

(b) Other Records. A member is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any other records of the corporation, provided that the member gives the corporation written demand at least five business days before the date on which the member wishes to inspect and copy such records, and satisfies the following requirements:

(i) The member has been a member for at least three months immediately preceding the demand to inspect or copy or is a member holding at least five percent of the voting power as of the date the demand is made;

(ii) The demand is made in good faith and for a proper purpose reasonably related to the demanding member's interest as a member;

(iii) The member describes with reasonable particularity the purpose and the records the member desires to inspect; and

(iv) The records are directly connected with the described purpose.

If the member demands to inspect the record of members pursuant to this Section 6.6(b), the corporation may comply with such demand by furnishing to the member a membership list that complies with Section 6.3 and that was compiled no earlier than the date of the member's demand.

(c) Financial Statements. Upon the written request of any member, the corporation shall mail to such member its most recent annual financial statements, if any, and

its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

(d) Membership List.

(i) Preparation of Membership List. After fixing a record date for a notice of a meeting or for determining the members entitled to take action by written ballot, the corporation shall prepare an alphabetical list of the names of all members who are entitled to notice of, and to vote at, the meeting or to participate in such action by written ballot. The list shall show the address of each member entitled to notice of, and to vote at, the meeting or to take such action by written ballot and the number of votes each member is entitled to vote at the meeting or by written ballot.

(ii) Right of Inspection. If prepared in connection with a meeting of the members, the membership list shall be available for inspection by any member entitled to vote at the meeting, beginning the earlier of ten days before the meeting for which the list was prepared or two business days after notice of the meeting is given and continuing through the meeting, and any adjournment thereof, at the corporation's principal office or at a place identified in the notice of the meeting in the city where the meeting will be held. The corporation shall make the membership list available at the meeting, and any member entitled to vote at the meeting is entitled to inspect the list at any time during the meeting or any adjournment. If prepared in connection with action to be taken by the members by written ballot, the membership list shall be available for inspection by any member entitled to cast a vote by such written ballot, beginning on the date that the first written ballot is delivered to the members and continuing through the time when such written ballots must be received by the corporation in order to be counted, at the corporation's principal office. A member entitled to vote at the meeting or by such written ballot is entitled upon written demand to inspect and, subject to the requirements of Section 6.6(b) and the provisions of Sections 6.6(e)(i) and (ii), to copy the list, during regular business hours, at the member's expense, and during the period it is available for inspection.

(iii) Limitation on Use of Membership List. Without consent of the board of directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the board of directors a membership list or any part thereof may not be: (i) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the corporation; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

(e) Scope of Members' Inspection Rights.

(i) Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

(ii) Right to Copy. The right to copy records under this Article VI includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

(iii) Reasonable Charge for Copies. Except for requests for financial statements pursuant to Section 6.6(c), the corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

(iv) Litigation. Nothing in this Article VI shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with the corporation, or the power of a court to compel the production of corporate records for examination.

## ARTICLE VII.

### AMENDMENT OF BYLAWS

Section 7.1 Amendment of Bylaws by Board of Directors. Subject to the specific requirements for amendment of certain bylaws as set forth herein, the board of directors may amend the bylaws at any time to add, change, or delete a provision, unless:

(a) The Act or the articles of incorporation reserve such power exclusively to the members in whole or part; or

(b) A particular provision of these bylaws expressly prohibits the board of directors from doing so; or

(c) Such addition, change or deletion would result in a change of the rights, privileges, preferences, restrictions or conditions of a membership class as to voting, dissolution, redemption or transfer or by changing the rights, privileges, preferences, restrictions or conditions of another class of members.

Section 7.2 Amendment of Bylaws by Members. Subject to the specific requirements for amendment of certain bylaws as set forth herein, the members may amend the bylaws even though the bylaws may also be amended by the board of directors. In such an instance, the amendment shall be adopted as follows:

(a) Proposal. The board of directors may propose an amendment to the bylaws for submission to the members, or twenty-five percent of the members may propose an amendment on their own initiative.

(b) Procedure for Adoption.

(i) Recommendation by Board of Directors. The board of directors shall recommend the amendment to the members unless the amendment is proposed by the members or unless the board of directors determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the members with the amendment.

(ii) Approval by Members. Proposals recommended by the board of directors pursuant to Section 7.2(b)(i) and proposals made by the members shall be

submitted to the members for action. The members may approve, reject or take no action on the proposed amendment.

(iii) Conditions. The proposing board of directors or the proposing members may condition the effectiveness of an amendment to the bylaws on any basis.

(iv) Notice. The notice of the meeting of the members at which the amendment will be proposed shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and the notice shall contain or be accompanied by a copy or a summary of the amendment.

Section 7.3 Changing Quorum or Voting Requirement for Members. An amendment to the bylaws to add, change or delete a lesser or greater quorum or a greater voting requirement for the members shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater. A bylaw that fixes a lesser or greater quorum or a greater voting requirement for the members pursuant to this Section 7.3 shall not be amended by the board of directors.

Section 7.4 Changing Quorum or Voting Requirement for Directors. A bylaw that fixes a greater quorum or voting requirement for the board of directors may be amended only by the members, if adopted by the members, or either by the members or by the board of directors, if adopted by the board of directors. A bylaw adopted or amended by the members that fixes a greater quorum or voting requirement for the board of directors may provide that it may be amended only by a specified vote of either the members or the board of directors. Action by the board of directors under this Section 7.4 to adopt or amend a bylaw that changes the quorum or voting requirement for the board of directors shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

## ARTICLE VIII.

### MISCELLANEOUS

Section 8.1 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 8.2 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.3 Designated Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's

general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 8.4 References to Internal Revenue Code. All references in these bylaws 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.

Section 8.5 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 8.6 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)



**US SWIMMING, INC.**

**CONFLICT OF INTEREST POLICY**

(Section 502.7 of the Corporate Bylaws of the Ohio Corporation)

1. If any officer, or member of the Board of Directors, Executive Committee or any other Committee has a financial interest in any contract or transaction involving USA Swimming, such individual shall not participate in USA Swimming's evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other Directors or other Committee members. If such disclosure is made, the contracts or transaction shall not be voidable. If the Board or Committee in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested Directors or Committee members and the contract or transaction is fair to USA Swimming at the time it is authorized.
  
2. Each Officer, member of the Board of Directors, Executive Committee, other Committees and each key employee of USA Swimming will execute a Statement of Principles on Ethical Behavior and Conflict of Interest each year.

197 2 3 1980

Internal Revenue Service  
District Director

Department of the Treasury

Date: 19 JUN 1980

Employer Identification Number:

Accounting Period Ending:  
December 31

Foundation Status Classification:  
509(a)(1) and 170(b)(1)(A)(vi)

Advance Ruling Period Ends:  
December 31, 1982

Person to Contact:  
Dale A. Pepper/dc

Contact Telephone Number:  
(513) 684-3866

The Competitive Swimming Committee of  
the AAU, Inc.  
600 Dixie Terminal Building  
Cincinnati, OH 45202

CIN: EO: '801.620

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in section 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins on the date of your inception and ends on the date shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Grantors and donors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you submit the required information within the 90 days, grantors and donors may continue to rely on the advance determination until the Service makes a final determination of your foundation status. However, if notice that you will no longer be treated as a section 509(a)(1) and \* organization is published in the Internal Revenue Bulletin, grantors and donors may not rely on this determination after the date of such publication. Also, a grantor or donor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section 509(a)(1) and \* status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section 509(a)(1) and \* organization.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. Also, you should inform us of all changes in your name or address.

Generally, you are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. If you have paid FICA taxes without filing the waiver, you should call us. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$10,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

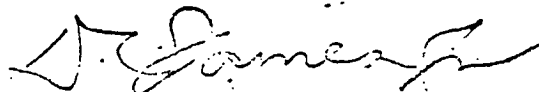
You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



D. L. James, Jr.  
District Director

cc: Ross E. Wales  
Taft Stettinius & Hollister  
600 Dixie Terminal Bldg.  
Cincinnati, OH 45202

Letter 1045(DO) (6-77)