

To: Department of Consumer and Regulatory Affairs, Business
Regulation Administration, Corporation Division,
614 H Street, N.W., Washington, D.C. 20001

ARTICLES OF INCORPORATION

of

POTOMAC SOCIETY OF RUGBY FOOTBALL REFEREES

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 Edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is Potomac Society of Rugby Football Referees.

SECOND: The Corporation shall have a perpetual existence.

THIRD: The purposes for which the Corporation is organized are: 1) to foster and promote the growth and development of Rugby in the United States, and, in particular, within the bounds of the Potomac Rugby Union; 2) to increase awareness of Rugby, its traditions and its dedication to amateurism and to adhere to the Laws of the Game and the Regulations relating to amateurism as framed by the International Rugby Board; 3) generally to advance interest, education and participation in Rugby, within this area, nationally and internationally; 4) to promote, develop and regulate the activities of and establish the qualifications for referees of the sport of Rugby as played in accordance with the Laws of the Game and the directives of the United States of America Rugby Football Union; 5) to promote interest in amateur sports, to provide classes and instructions to the general public, and to officiate Rugby competitions and exhibitions; 6) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors or Officers.

FOURTH: This Corporation is organized exclusively for charitable, educational and amateur sports purposes, including but not limited to receiving contributions and paying them over to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended. The Corporation shall not devote a substantial part of its activities to attempts to influence legislation by propaganda or otherwise, or to participation or intervention in political campaigns on behalf of any candidate for public office.

FIFTH: In the event of dissolution, the remaining assets and property of the Corporation, after necessary expenses thereof, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended.

SIXTH: The Corporation shall not have any capital stock. The membership of the Corporation shall be divided into two classes -- Regular Members who shall have the right to vote and Honorary Members who shall not have the right to vote. The qualifications for membership shall be as set forth and from time to time amended in the Bylaws of the Corporation.

SEVENTH: The Board of Directors of the Corporation shall consist of a President, a Treasurer and a Recording Secretary. The Board of Directors shall be Regular Members of the Corporation and shall be elected to one-year terms at the Annual General Meeting of the Corporation, and shall take office immediately and continue in office until their successors are elected and qualified.

EIGHTH: The address of the initial registered office of the Corporation is 651 Maryland Ave., N.E., Washington, D.C. 20002, and the name of the initial registered agent at such address is Robert A. Andretta.

NINTH: The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as the initial directors until the first Annual General Meeting or until their successors be elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Andretta -- President	651 Maryland Ave., N.E. Washington, D.C. 20002
James M. Sims -- Treasurer	7906 Edinburgh Dr. Springfield, VA 22153
Medio Waladt -- Recording Secretary	4207 Harcourt Rd. Baltimore, MD 21214

TENTH: The names and addresses of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Andretta	651 Maryland Ave., N.E. Washington, D.C. 20002
John R. Mertens, Jr.	2742 Brandywine St., N.W. Washington, D.C. 20008

Paul S. Rosenzweig

4600 Connecticut Ave., N.W.
Apt. #728
Washington, D.C. 20008

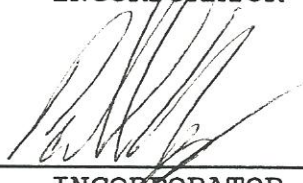
Date:



INCORPORATOR



INCORPORATOR



INCORPORATOR

I, Mariane Passero, a Notary Public, hereby certify that
on 6th day of January, 1989, Robert A. Andretta,
John R. Mertens, Jr., and Paul S. Rosenzweig appeared before me
and signed the foregoing document as incorporators, and have
averred that the statements therein contained are true.



NOTARY PUBLIC

My commission expires July 14, 1992.