

OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"AUGUSTA ROWING CLUB INCORPORATED "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this day of _____, in the year of our Lord ^{25th} One Thousand Nine Hundred and Eighty ^{October} Four and of the Independence of the United States of America the Two Hundred and Nine.

Max Cleland

84298269

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

CONSENT TO APPOINTMENT AS

REGISTERED AGENT

TO: SECRETARY OF STATE
CORPORATION DEPARTMENT
STATE OF GEORGIA

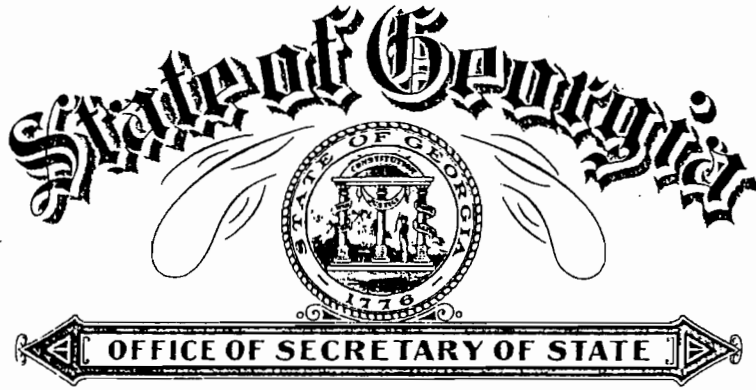
I, C. THOMPSON HARLEY, do hereby consent to serve as
registered agent for the corporation AUGUSTA ROWING CLUB
INCORPORATED.

This 8th day of November, 1984.


C. THOMPSON HARLEY

OF COUNSEL:

MCGAHEE, BENNING, FLETCHER,
DUNAWAY & HARLEY
POST OFFICE BOX 2084
SUITE 1100, TRUST COMPANY BANK BLDG.
801 BROAD STREET
AUGUSTA, GEORGIA 30903-2084
(404) 724-0721



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"AUGUSTA ROWING CLUB INCORPORATED"

has been duly incorporated under the laws of the State of Georgia on the 14th day of November, 19 84, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 14th day of November in the year of our Lord One Thousand Nine Hundred and Eighty Four and of the Independence of the United States of America the Two Hundred and Nine.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA



ARTICLES OF INCORPORATION
OF
AUGUSTA ROWING CLUB INCORPORATED

STATE OF GEORGIA)
COUNTY OF RICHMOND)

SECRETARY
OF STATE
AUG 11 2 11 PM '84

ARTICLE I

The name of the corporation is AUGUSTA ROWING CLUB INCORPORATED.

ARTICLE II

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE III

The corporation shall have perpetual duration.

ARTICLE IV

The corporation is organized for the following purposes:

To stimulate and foster national and international amateur competition in the sport of rowing; to conduct national and international amateur competition in the sport of rowing; to develop amateur athletes for national and international competition in the sport of rowing; and to acquire and administer funds and property, both real and personal and of every kind and description, which, after the payment of necessary expenses, shall be devoted exclusively to foster national or international amateur sports competition within the meaning of Sections 501(c)(3) and 501(j)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE V

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the profit of the corporation and no part of its net earnings shall inure to the benefit of any director or private individual. The corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the

corporation is organized. The corporation shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes. Notwithstanding any other provision contained herein to the contrary, the corporation shall not engage in any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

In the event of dissolution of the corporation, the residual assets of the corporation shall be distributed to another organization organized and operating for the same purposes for which this corporation is organized and operating, or to one or more organizations which themselves are exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusively public purposes. If for any reason upon the dissolution of the corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the Chief Judge of the Superior Court of Richmond County shall make such distribution as herein provided upon the application of one or more persons having an interest in the corporation or its assets.

ARTICLE VII

The affairs of the corporation shall be managed by a Board of Directors. The method of election of Directors shall be as determined by the by-laws of the corporation.

ARTICLE VIII

The initial Board of Directors shall consist of five (5) members whose names and addresses shall be as follows:

COBBS G. NIXON
Route 5, Box 171-8
Point Comfort Road
Martinez, Georgia 30907

JAMES W. BENNETT, JR.
1111 Milledge Road
Augusta, Georgia 30904

C. THOMPSON HARLEY
447 Waverly Drive
Augusta, Georgia 30909

H. KEITH WINN
906 Holiday Drive
North Augusta, South Carolina 29841

DUNCAN D. WHEALE
3720 Inverness Way
Augusta, Georgia 30907

ARTICLE IX

The initial registered agent of the corporation is C. THOMPSON HARLEY, and his written consent to such appointment is attached to these Articles of Incorporation. The initial registered office of the corporation is Suite 1100, Trust Company Bank Building, 801 Broad Street, Augusta, Richmond County, Georgia 30902.

ARTICLE X

The names and addresses of the incorporators are as follows:

C. THOMPSON HARLEY
447 Waverly Drive
Augusta, Georgia 30909

W. LAWRENCE FLETCHER
1225 Wood Valley Road
Augusta, Georgia 30909

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 8th day of November, 1984.


C. THOMPSON HARLEY


W. LAWRENCE FLETCHER

EXHIBIT "B"

BY-LAWS OF
AUGUSTA ROWING CLUB INCORPORATED

ARTICLE ONE

NAME

The name of the Corporation is AUGUSTA ROWING CLUB INCORPORATED.

ARTICLE TWO

OBJECT

The object of the Corporation is the encouragement and support of amateur and collegiate competition in the sport of rowing, both on a national and international level.

ARTICLE THREE

MEMBERSHIP

3.1 Classes of Membership. There shall be two (2) classes of membership: active and honorary.

3.2 Active Membership. Active membership shall be limited to those individuals who are interested in the sport of amateur and collegiate rowing. Nomination to active membership shall be in writing in such form as the Board of Directors shall prescribe. Each such nomination shall be endorsed in writing by one (1) active member of the Corporation, and shall be submitted to the President or Secretary. The nominee shall become a member when his nomination has been approved by a majority vote of the Board of Directors and when he has paid the initiation fee prescribed by the Board of Directors.

Active members shall pay such membership dues as may be prescribed by the Board of Directors. Active members shall be entitled to vote in the affairs of the Corporation, to serve as Directors or Officers, and be counted toward a quorum at any meeting of the membership. Active members shall receive all regular communications and mailings of the Corporation.

3.3 Honorary Membership. Honorary membership may be conferred by the Board of Directors on persons who have rendered distinguished service to the sport of amateur or collegiate rowing.

Honorary members shall not be required to pay membership dues. Honorary members shall be encouraged to attend meetings of the membership, but shall not be entitled to vote in

the affairs of the Corporation, to serve as Directors or Officers, or to be counted toward a quorum at any meeting of the membership. Honorary members shall receive all regular communications and mailings of the Corporation.

ARTICLE FOUR

MEETINGS OF MEMBERS

4.1 All meetings of the members shall be held at the registered office of the Corporation in the State of Georgia or at such other place within or without the State of Georgia as may be determined by the President or the Board of Directors and as shall be designated in the notice of said meeting.

4.2 Annual Meeting. The annual meeting of the members shall be held on the first Monday of July of each year, if not a legal holiday, and if a legal holiday, on the next day after which is not a legal holiday, at such time as may be designated in the notice of said meeting, for the purpose of transacting any business authorized or required to be transacted.

4.3 Special Meetings. Special meetings of the members may be called by the President, and shall be called by the President or the Secretary when so directed by the Board of Directors, or at the request in writing of any two (2) or more Directors, or at the request in writing of a majority of the active members of the Corporation. Such request shall state the purpose or purposes of the proposed meeting.

4.4 Notice of Meetings. Written notice of each meeting of the members, whether annual or special, shall be given to each member, either personally or by mail, at least five (5) days before the date of any such meeting.

4.5. Quorum. A majority of the active members of the Corporation, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws. If a sufficient number of active members are not present to constitute a quorum, the active members present may, from time to time, adjourn the meeting until a quorum is retained.

4.6 Voting. Each active member shall have one (1) vote at any meeting of the members of the Corporation and such vote shall be cast either in person or by proxy.

ARTICLE FIVE

DIRECTORS

5.1 General. The affairs of the Corporation shall be controlled and administered by a Board of Directors which shall be composed of seven (7) members. The Board of Directors shall

consist of the President, Vice President, Secretary, Treasurer, and three (3) members at large. The President, Vice President, Secretary, Treasurer, and three (3) members at large shall be elected annually by the Board of Directors. Each Director may resign at anytime and may be removed, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors. Upon the death, resignation, or removal of any members of the Board of Directors, a majority of the then remaining Directors shall elect his successor.

5.2 Meetings. Regular meetings of the Board of Directors shall be held at such time and at such places as the Board of Directors may prescribe and determine, and special meetings may be called by the President, Vice President, or any five (5) members of the Board at any time.

5.3 Notice of Meetings. Notice of regular or special meetings of the Board of Directors may be given verbally, by telephone, by telegraph or by written notice, provided sufficient time is given each Director to attend such meeting; provided, however, that any meeting may be held upon five (5) days' notice in any event.

5.4 Quorum. One-third of the total number of Directors shall be a quorum for the transaction of business and the affirmative vote of a majority of those Directors shall be necessary to pass any resolution or authorize any corporate act, except as otherwise provided in the Corporation's Certificate of Incorporation or these by-laws.

5.5 Compensation. No member of the Board of Directors, nor any officer, shall receive any compensation for his services as a Director or Officer, as the case may be. No agent or employee of the Corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

ARTICLE SIX

OFFICERS

6.1 General. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and shall be elected annually by the Board of Directors. Only Directors shall serve as Officers, and all Officers shall serve a term of one (1) year, unless sooner relieved by the Board of Directors.

6.2 President. The President shall be the Chief Executive Officer of the Corporation; shall preside over all meetings of the members and Directors; shall sign, as President, all contracts and instruments which have been approved first by the Board of Directors; shall call the Directors together whenever he deems it necessary; and shall have, subject to the advise of

the Directors, direction of the affairs of the Corporation and shall discharge generally such other duties as may be required by the By Laws or by the Board of Directors.

6.3 Vice-President. The Vice-President shall preside in the absence of the President and shall perform all duties of the President in the absence of the President. The Vice-President shall also perform such duties as are from time to time assigned to him by the President or by the Board of Directors.

6.4 Secretary. The Secretary shall be the custodian of the Minute Book of the Corporation; shall keep a record of the proceedings of the meetings of the Board of Directors and of the members; shall keep the Corporate Seal and affix the same to all documents requiring the seal; and shall discharge such other duties as pertain to said office or as may be prescribed by the Board of Directors.

6.5 Treasurer. The Treasurer shall receive and deposit all funds of the Corporation and account for all receipts, disbursements and balance on hand; shall furnish a bond in such form and in such amount, if any, as the Board of Directors may from time to time require; and shall discharge such other duties as pertain to his office or as may be prescribed by the Board of Directors.

ARTICLE SEVEN

BANK DEPOSITS AND EXECUTION OF CHECKS

The funds of the Corporation shall be deposited in such bank or banks as the Treasurer of the Corporation shall designate. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, director or directors, agent or agents, of the Corporation and shall be determined by resolution of the Board of Directors.

ARTICLE EIGHT

AMENDMENT

The Board of Directors shall have the power to alter, amend, or repeal the By-Laws or adopt new By-Laws, by a two-thirds (2/3's) vote of the full Board of Directors, provided that the By-Laws at no time shall contain any provision inconsistent with law or the Articles of Incorporation.

CERTIFICATION

I, C. THOMPSON HARLEY, Secretary of AUGUSTA ROWING CLUB INCORPORATED, hereby certify that attached hereto is a true and correct copy of the By-Laws of AUGUSTA ROWING CLUB INCORPORATED as adopted by the Board of Directors on November 30, 1984.

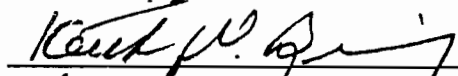
This the 4th day of February, 1986.

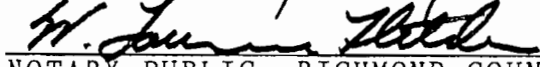


SECRETARY, C. THOMPSON HARLEY

SIGNED, SEALED AND DELIVERED

in the presence of:





NOTARY PUBLIC, RICHMOND COUNTY,
GEORGIA

REvised

- APPROVED 3 JUN 2004

ARTICLE FIVE

BOARD OF DIRECTORS AND ADVISORY BOARD

- 5.1 General -The business and affairs of the Corporation shall be managed by a Board of Directors with input from the Advisory Board.
- 5.2 Board of Directors- The Board of Directors shall be governed by the following provisions.
- 5.21 Number, Terms of Elections-The Board of Directors shall consist of not less than ten (10) nor more than seventeen (17) members, the precise number to be fixed from time to time by resolution of the Board of Directors. The Board of Directors shall consist of the President of (One member elected by) the Augusta Junior Rowing Program, the President of (One member elected by) the Augusta Master's Rowing Program, the President of (One member elected by) the Augusta State University Rowing Program and the President of (One member elected by) the Augusta Training Center Rowing Program, provided that each of those programs has been in existence during such period. The remaining members of the Board of Directors will be at large members elected annually by the Board of Directors. Each at large director shall serve for a term of one (1) year or until his successor is elected and qualified. Upon expiration of the term of office of any Director, a majority of the then remaining Directors shall elect his successor who shall serve until the annual meeting of Directors following his election. Retiring members of the Board of Directors shall be eligible for re-election. In the event that the office of any Director shall become vacant prior to the expiration of his term by reason of death, resignation, removal, incapacity to serve, or otherwise, the remaining Directors shall continue to act, and a majority of then remaining Directors shall elect a successor Director who shall serve until the expiration of the term of the Director whose office has become vacant. Any Director may resign his office at any time and any Director may be removed, with or without cause, by a majority vote of the entire Board of Directors.
- 5.22 General Duties- The corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall be responsible for the management of the daily business affairs of the Corporation, including but not limited to, management of the boathouse and equipment, management of the various rowing programs, management and supervision of the employees, coaches, and participating members of the various rowing programs, preparation and administration of the Corporation's budget, development and administration of safety policies, planning and administration of rowing regattas, and administration of any other business related to the daily operations of the Corporation.

- 5.23 Annual and Regular Meetings- The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members on the first Monday of July in each year if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, unless otherwise determined by resolution of the Board of Directors for the purpose of electing Directors to succeed those whose terms have expired as of the date of such annual meeting. Regular meetings of the Board of Directors shall be held monthly at such time and place as shall be determined by the President. The Board may transact any business that comes before it at any annual or regular meeting. Any additional business may be transacted at any annual or regular meeting of the Board.
- 5.24 Special Meetings-Special meetings of the Board of Directors shall be held at such time and at such places as the Board of Directors may prescribe and determine, and special meetings may be called by the President, Vice President, or any five (5) members of the Board at any time.
- 5.25 Notice of Meetings- Notice of regular or special meetings of the Board of Directors may be given verbally, by telephone, by telegraph, or by written notice, provided sufficient time is given each Director to attend such meeting; provided however, that any meeting may be held upon five (5) days notice in any event.
- 5.26 Quorum- A majority of the total number of Directors then in office shall be a quorum for the transaction of business and the affirmative vote of a majority of those Directors shall be necessary to pass any resolution or authorize any corporate act, except as otherwise provided in the Corporation's Articles of Incorporation or these bylaws.
- 5.27 Unanimous Written Consent- Any action to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimiles signatures shall be adequate to show consent.
- 5.28 Participation of a Meeting by Conference Telephone- Members of the Board of Directors may participate in a meeting through the use of a conference telephone or similar communication equipment so long as all members participating in such meeting can hear one another.
- 5.3 Advisory Board- The Advisory Board shall be governed by the following provisions.
- 5.31 Number, Terms and Election- The Advisory Board shall consist of not less than five (5) nor more than ten (10) members, the precise number to be fixed from time to time by resolution of the Board of Directors. The Advisory Board shall consist of civic, business, or community representatives or leaders elected at large by the Board of Directors. Each member of the Advisory Board shall serve for a term of two (2)

years or until his successor is elected and qualified. Upon expiration of the term of any office of any member of the Advisory Board, the Board of Directors shall elect his successor who shall serve until the second (2nd) annual meeting of the Board of Directors following his election. Retiring members of the Advisory Board shall be eligible for re-election. In the event that the office of any member of the Advisory Board shall become vacant prior to the expiration of his term by reason of death, resignation, removal, incapacity to serve, or otherwise, the remaining members shall continue to act, and the Board of Directors shall elect a successor member who shall serve until the expiration of the term of the member whose office had become vacant. Any member of the Advisory Board may resign his office at any time and any member of the Advisory Board may be removed, with or without cause, by a majority vote of the entire Board of Directors.

- 5.32 General Duties- The Advisory Board shall give input to the Board of Directors regarding topics such as financial development, major fund-raising, major gifts or contributions, community relations, major projects, general advice regarding the direction of the corporation, and other issues for which input may be requested by the Board of Directors. The Advisory Board will direct and/or plan major fund-raisers and approve any major projects within the community. The Advisory Board will approve the Annual Budget.
- 5.33 Regular Meetings- Regular meetings of the Advisory Board shall be held at least quarterly at such time and place as shall be determined by the Chairman of the Advisory Board. The Advisory Board shall transact any business that comes before it at any regular meeting. Any additional meeting may be transacted at any regular meeting of the Advisory Board.
- 5.34 Special Meetings- Special meetings of the Advisory Board shall be held at such time and at such place as the Advisory Board may prescribe and determine, and special meetings may be called by the Chairman of the Advisory Board, the Vice-Chairman of the Advisory Board or any two members (2) of the Advisory Board at any time.
- 5.35 Notice of Meetings- Notice of regular or special meetings of the Advisory Board may be given verbally, by telephone, by telegraph, or by written notice, provided sufficient time is given each member of the Advisory Board to attend such meeting; provided, however, that any meeting may be held upon five (5) days notice in any event.
- 5.36 Quorum- A majority of the total number of Advisory Board members shall constitute a quorum for the transaction of business at any meeting of the Advisory Board and an affirmative vote of a majority of those members shall be necessary to pass any resolution or authorize any act of the Advisory Board.
- 5.37 Unanimous Written Consent- Any action to be taken at any meeting of the Advisory Board may be taken without meeting if a consent in writing setting forth the action so taken shall be signed by all members of the Advisory Board entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimiles signatures

shall be adequate to show consent.

- 5.38 Participation of a Meeting by Conference Telephone- Members of the Advisory Board may participate in a meeting through the use of a conference telephone or similar communication equipment so long as all members participating in such meeting can hear one another.
- 5.4 Compensation- No member of the board of Directors, nor any member of the Advisory Board, nor any Officer, shall receive any compensation for his services as a Director, Advisory Board member, or Officer, as the case may be, except that subject to approval of the Board of Directors, any Directors, Advisory Board member or Officer may be reimbursed on account of actual expenses reasonably incurred by him in performing his duties on behalf of the Corporation. No agent or employee of the Corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.