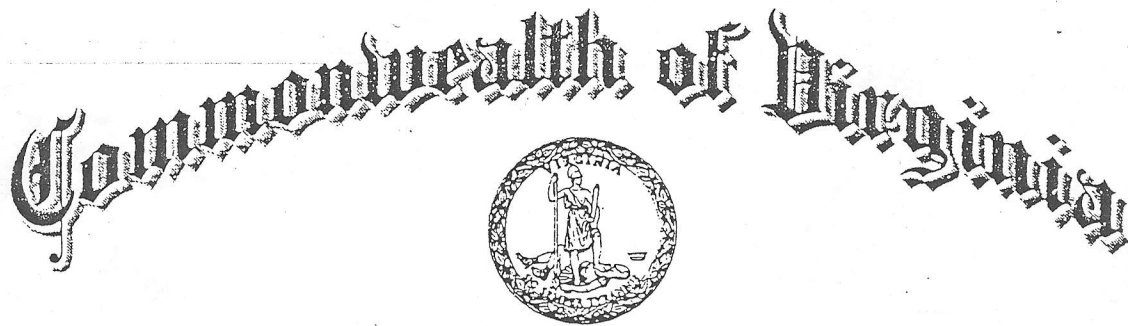


COPY



STATE CORPORATION COMMISSION

Richmond, May 18, 1981

*This is to Certify that the certificate of incorporation of*  
Colonial Road Runners, Inc.

*was this day issued and admitted to record in this office  
and that the said corporation is authorized to transact its  
business subject to all the laws of the State applicable to  
the corporation and its business.*

State Corporation Commission

*William E. Jones*  
Clerk of the Commission

ARTICLES OF INCORPORATION

OF

COLONIAL ROAD RUNNERS, INC.

COPY

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

1. The name of the Corporation is COLONIAL ROAD RUNNERS, INC.;
2. The Corporation is organized for the following purposes:
  - a. The prime object of the association shall be the promotion and encouragement of long distance running and the education of the public to its benefits.
  - b. In furtherance of objective "A" this association may hold championships, races on the road or track, lectures, fun runs, and other educational activities, demonstrations, clinics and social events; print and publish books, magazines and newsletters; make awards; and do all such other things as may be conducive to the encouragement of running.
  - c. Other objectives are to engage in community activities, to publicize by appropriate means the benefits of long distance running and jogging, and to coordinate with other agencies advocating running as a means of physical fitness.

3. There shall be one class of membership in the corporation.

Each member shall be entitled to one vote.

4. The post office address of the initial registered offices of the Corporation is 822 Merrimac Trail, Williamsburg, Virginia. The name of the County in which the initial registered office is located is James City County, Virginia. The name of its initial registered agent is S. M. Franck who is

a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as the address of the initial registered office of the Corporation.

5. The number of directors constituting the initial Board of Directors is six (6) and the names and address of the persons who are to serve as the initial directors are:

Name	Address
Vernon Geary	109 Leon Drive Williamsburg, Virginia 23185
Thomas Smith	125 West Kingswood Drive Williamsburg, Virginia 23185
Andrew Polansky	120 Northpoint Drive Williamsburg, Virginia 23185
Parola Franck	117 Druid Drive Williamsburg, Virginia 23185
Leon Reed	105 Jerdone Road Williamsburg, Virginia 23185
Sonya Polansky	120 Northpoint Drive Williamsburg, Virginia 23185

6. On dissolution of the Corporation, all assets thereof remaining after payment of all taxes and other legal obligations, shall be paid over and delivered to the Road Runners Club of America if it then exists as a non-profit organization. If the Road Runners Club of America no longer exists as a non-profit organization, the net assets remaining after the dissolution of the Corporation shall be paid over and delivered to a non-profit organization of similar purpose selected by the Board of Directors.

7. Each person now or hereafter a director or officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgements, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably

incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a director or officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct in the performance of his duties as such director or officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or wilful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such rights of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, vote of stockholders or otherwise.

Dated: \_\_\_\_\_