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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
401 NORTH STREET, ROOM 206
P.O. BOX 8722
HARRISBURG, PA 17105-8722
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USA Track & Field Mid-Atlantic

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ENTITY NUMBER: 709634

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Newtown Square, PA 19073

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

- Business Corporation (§ 1915)
- Nonprofit Corporation (§ 5915)

Name
Michael C. Hemsley, Esq.

Address
3805 West Chester Pike, Suite 100

City State Zip Code
Newtown Square, PA 19073-2304

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Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 8 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
USA Track & Field Mid-Atlantic

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
<u>3805 West Chester Pike, Suite 100, Newtown Square, PA</u>	<u>PA</u>	<u>PA</u>	<u>19073-2304</u>	<u>Delaware</u>

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: NCL Approved November 15, 1972, P.L. 271

4. The date of its incorporation: June 2, 1980

5. Check, and if appropriate complete, one of the following:

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: 11/18/09 at 12:00 AM
Date Hour

2009 DEC 24 PM 12: 36
PA DEPT OF STATE

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

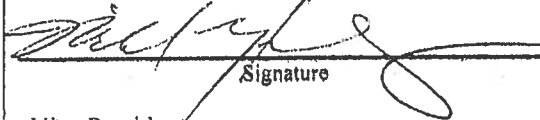
IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

18th day of December,

2009.

USA Track & Field Mid-Atlantic

Name of Corporation



Signature

Vice President

Title

**EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
USA TRACK & FIELD MID-ATLANTIC**

In compliance with the requirements of 15 Pa. C.S. §7316 (relating to the articles of Incorporation) the undersigned, desiring to incorporate a nonprofit corporation, hereby certifies that:

**ARTICLE I
NAME**

The name of the corporation (which is hereinafter referred to as the "Association" or the "Corporation") is USA Track & Field Mid-Atlantic.

**ARTICLE II
REGISTERED OFFICE**

The street address of the registered office of the Corporation in the Commonwealth of Pennsylvania is c/o Michael C. Hemsley, Esq., 3805 West Chester Pike, Suite 100, Newtown Square, Pennsylvania 19073-2304.

**ARTICLE III
PURPOSES**

The Corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania Approved November 15, 1972, P.L. 271 (the "Act") for the following purpose or purposes:

The Association shall be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Association shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Association shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Association is organized are to advance, promote, encourage participation in, improve, and govern amateur athletics in the Mid-Atlantic area consistent with and subject to the authorities delegated to it by USA Track & Field, Inc.

The Association will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Association shall inure to the benefit of or be distributable to (Directors), Officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; the Association shall not participate in, 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.

ARTICLE IV
TERM OF EXISTENCE

The term for which the Corporation is to exist is perpetual.

ARTICLE V
NON-STOCK BASIS

The Corporation is organized upon a non-stock basis.

ARTICLE VI
DISSOLUTION

Upon the dissolution and final liquidation of the Association all of its assets, after paying or making provision for payment of all known debts, obligations and all liabilities shall be distributed as determined by the Association to such organization or organizations which as, in the sole judgment of the Association, furthers or have purposes most closely aligned to those of the Association and which are organized and operated for charitable, educational or other purposes which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any future law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trust, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Sections 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of the Association assets upon dissolution of the Association.