

**ARTICLES OF INCORPORATION OF THE
Saratoga Stingrays Swim Team Inc.
A non-profit corporation in Virginia**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the code of Virginia, state as follows:

ARTICLE I

1.1 Name The name of this corporation shall be SARATOGA STINGRAYS SWIM TEAM. The business of the corporation may be conducted as SARATOGA STINGRAYS SWIM TEAM or SARATOGA STINGRAYS.

1.2 Duration The period of duration of the corporation is perpetual.

1.3 Registered Office and Agent The physical address of the initial registered office of the Corporation is 8217 Terra Grande Ave. Springfield, VA 22153. The name of the initial registered agent of the Corporation at such address is Sherry Wasserstein. The mailing address of the Corporation is PO Box 1208, Lorton, VA 22199.

ARTICLE II

2.1 Purpose The Corporation is a nonstock corporation and shall be operated at all times exclusively for tax exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or a corresponding section of any future federal tax code (the "Code"). Subject to the foregoing, the specific purposes and objectives of the Corporation shall include but not be limited to the following:

(a) To provide high quality professional coaching and technique instruction to swimmers of all ages and abilities;

(b) To encourage physical fitness through swimming club competition in water sports;

(c) To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefit of trusts and property of any kind and nature whatsoever, without limitation as to the nature or value thereof and subject to the restrictions and limitations set forth herein, to use, disburse or donate the income or principal thereof for the purposes described herein;

(d) To conduct fund-raising activities of every kind and nature and to solicit donations, gifts, grants and other financial aid and assistance for the purposes described herein;

(e) To do everything necessary or incidental to the purposes described herein which are not forbidden by the Act, the Code, any other applicable law, or these Articles; and

(f) To be irrevocably dedicated to, and operated exclusively for, charitable and nonprofit purposes.

ARTICLE III

3.1 Powers In furtherance of the purposes and objectives set forth in Article II of these Articles (but not otherwise) and subject to the restrictions set forth below, the Corporation shall have and may exercise all of the powers now or hereafter conveyed upon nonprofit corporations organized under the laws of the State of Virginia and may do everything necessary or convenient for the accomplishment of any of the Corporation's 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.

3.2 Restrictions on Powers.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any person or entity that is not then an exempt organization described in section 501(c)(3) of the Code, to any director of the Corporation, or to any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in furtherance of the purposes set forth in Article II of these Articles);

(b) No person or entity which is then not an exempt organization described in section 501(c)(3) of the Code, and no director of the Corporation, or any individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(c) The Corporation shall have no power to make a loan to any of its directors or members.

(d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(e) 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.

(f) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

3.3 Dissolution In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation and qualified as exempt under section 501(c)(3) of the Code, contributions to which are deductible under section 170(c)(2) of the Code. The organization(s) to receive such property and any conditions imposed on the use thereof shall be designated by the Board of Directors of the Corporation consistent with the purpose of the Corporation.

ARTICLE IV

4.1 Board of Directors

(a) The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise provided in these Articles and the Bylaws of the Corporation, as from time to time amended. The Board of Directors shall consist of no less than three and no more than eleven representatives as elected by the General Membership in a simple majority vote.

(b) The Board of Directors is to carry out the responsibilities associated with day-to-day operation of the team.

(c) The Board of Directors shall serve without compensation.

ARTICLE V

5.1 No Personal Liability No director of the Corporation shall have personal liability to the Corporation or to the members of the Corporation for monetary damages for any

breach of fiduciary duty as a director except that the foregoing shall not eliminate or limit such director's liability to the Corporation for

(a) any breach of the director's duty of loyalty to the Corporation or its members;

(b) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) any acts in connection with which the director is adjudged liable to the Corporation; or

(d) any transaction from which such director derived an improper personal benefit. If the 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 Act. Any repeal or modification of this Article V 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.

ARTICLE VI

6.1 Members

(a) The Corporation shall designate a class of voting members known as the General Membership. This will consist of the swimmer's families, team volunteers, salaried staff and a Board of Directors elected by the General Membership. The titles and responsibilities associated with these positions are defined in the Bylaws.

(b) Each household is entitled to a single vote in elections and other membership referenda. In no case may a single household be entitled to more than one vote in General Membership votes.

(c) The General Membership may assist the SARATOGA STINGGRAYS SWIM TEAM in performing the tasks necessary to operate the swim team, as described in the Bylaws.

ARTICLE VII

7.1 Bylaws. The Board of Directors shall have the power to adopt such Bylaws, and to alter, amend or repeal the same from time to time and adopt new Bylaws as necessary to better define existing policy already included in the Bylaws. Any major changes to

policy defined in the Bylaws shall be decided by a majority vote of the General Membership at any regular or special meeting. The Board of Directors will, by simple majority, decide if such a matter is considered a “major change”. Such Bylaws must not be inconsistent with the law or the provisions of these Articles, as from time to time amended.

ARTICLE VIII

8.1 Amendments. The Corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision of, these Articles from time to time in any manner now or hereafter prescribed or permitted by the laws of the State of Virginia.

ARTICLE IX

9.1 Initial Directors

Sherry Wasserstein
8217 Terra Grande Ave.
Springfield, VA 22153

Sheila Baker
PO Box 1535
Springfield, Va 22199

Jessica Tyeryar
8074 Morning Meadow Court
Alexandria, VA 22315

Mary Moran
8233 Woodstown Ct
Springfield, VA 22153

9.2 Incorporator

Given under my hand this 12th day of Jan, 2017

SARATOGA STINGRAYS' SWIM TEAM INC.

By: Sherry Wasserman
Sherry Wasserman, President, Saratoga Stingrays' Swim Team Inc.

COMMONWEALTH OF VIRGINIA,
COUNTY OF FAIRFAX, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that whose name is signed to the Articles of Incorporation, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this 12 day of JANUARY 2017.

My commission expires: 2/28/2017

