

ARTICLES OF INCORPORATION

of

SPECIAL OLYMPICS, INC.

(as amended 22 October 2003)

I

The name of the corporation is **Special Olympics, Inc.**

II

The period of duration of the corporation shall be perpetual.

III

The purpose for which the corporation is organized is solely to fulfill the mission of Special Olympics, which is to provide year-round sports training and athletic competition in a variety of Olympic-type sports for children and adults with mental retardation, giving them continuing opportunities to develop physical fitness, demonstrate courage, experience joy and participate in a sharing of gifts, skills and friendship with their families, other Special Olympics athletes and the community. To fulfill this purpose, the corporation shall have the authority to sponsor, promote, license, and conduct athletic activities, including sports, games, exercise programs, and fitness programs, for persons with intellectual disabilities on a year-round basis; to sponsor, promote and license others to conduct "Special Olympics" programs, including national and international Special Olympics competitions for persons with intellectual disabilities, and regional, state, and local Special Olympics competitions; to cooperate with and assist other agencies and local organizations in promoting the physical fitness and motor abilities of persons with intellectual disabilities consistent with the Special Olympics mission and rules; to establish, accredit, maintain, operate and assist other organizations of similar purpose; and to engage in such other activities as may be necessary or desirable in the accomplishment of the aforesaid purposes, provided that said objects and purposes shall be conducted within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) in such manner that no part of its net earnings shall inure to the benefit of or be distributed to any director, officer, or other private person, except that the corporation 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 in Article III hereof, and provided further that, notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt

from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

IV

The corporation shall have no members.

V

Directors and officers shall be elected as provided in the bylaws. The internal affairs of the corporation are to be conducted in accordance with these articles and, where not inconsistent herewith, in accordance with the bylaws of the corporation. In the event of liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, any disposition made of the assets of the corporation after their application to the satisfaction of all legal obligations shall be such as is calculated exclusively:

- (a) To carry out the objectives and purposes for which the corporation is formed and /or
- (b) To carry out similar or related objectives and purposes exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

VI

These articles of incorporation may be amended as provided in the bylaws, provided that any amendment to Article III or to this Article VI shall require the unanimous approval of all directors then in office.

VII

The address of the initial registered agent of the corporation is 1701 Pennsylvania Avenue, N.W., Washington, D.C. 20006, and the name of the corporation's initial registered agent at such address is Prentice-Hall Corporation Systems, Inc.

VIII

The names of the initial directors of the corporation who shall serve until their successors are elected and duly qualified are:

Eunice K. Shriver
1701 K Street, N.W.
Suite 205
Washington, D.C.

Frank J. Hayden
1907 Ashton Place
Burlington, Ontario
CANADA

Robert E. Cooke
401 Somerset road
Baltimore, Maryland

James A. Lovell, Jr.
Bay-Houston Towing Co.
Houston, Texas

Thomas King
1424 N. State Parkway
Chicago, Illinois

Rafer Johnson
5470 W. Boulevard
Los Angeles, California

G. Lawrence Rarick
University of California
Berkeley, California

IX

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Frank J. Hayden	8501 Camden Street Alexandria, Virginia

Beverly Campbell

2524 Trophy Lane
Reston, Virginia

Wallace L. Duncan

6714 Deland Drive
Springfield, Virginia