

ARTICLES OF INCORPORATION
OF
NATIONAL ATHLETIC TRAINERS' ASSOCIATION, INC. POLITICAL ACTION
COMMITTEE

I, the undersigned natural person, being of the age of eighteen (18) years or more, acting as incorporator of a corporation pursuant to section 3.01 of the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the Corporation is the National Athletic Trainers' Association, Inc. Political Action Committee.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The purposes for which the Corporation is organized are:

To conduct and carry on the not for profit work of the Corporation exclusively as a political organization in a manner consistent with section 527 of the Internal Revenue Code of 1986 (the "Code") and any Treasury Regulations promulgated thereunder. The Corporation is being established as a "separate segregated fund" under the Federal Election Campaign Act by the National Athletic Trainers' Association, Inc. ("NATA") which will be, for purposes of the Federal Election Campaign Act, the "connected organization" for the Corporation.

Subject always to the provisions of the preceding paragraph of this Article Four, to engage in activities as a political organization and other non-profitable purposes, and not to

engage in a regular business of a kind ordinarily carried on for profit. The Corporation shall have and exercise all powers conferred by the laws of the State of Texas upon corporations formed under, and may engage in any lawful act or activity, not in conflict with the foregoing, for which the Corporation may be formed under the Texas Non-Profit Corporation Act. The Corporation is incorporating for liability purposes.

Notwithstanding any provision of these Articles to the contrary, no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE FIVE

All of the property of the Corporation and accumulations thereof shall be held and administered to effectuate its purposes. In the case of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, any disposition made of the assets or properties of the Corporation shall be such as is calculated to exclusively carry out the purposes for which it is formed as set forth in Article Four.

ARTICLE SIX

The Corporation will have no members.

ARTICLE SEVEN

The street address of the initial registered office of the Corporation is 2952 Stemmons Freeway, Dallas, Texas 75247, and the name of its initial registered agent at such address is Teresa Foster Welch.

ARTICLE EIGHT

The management of the Corporation is vested in its Board of Directors and such committees of the board that the board may, from time to time, establish. The number of directors and the method of their appointment shall be determined by the bylaws of the Corporation, and shall be subject to change from time to time as the bylaws may be amended, provided that the number of directors of the Corporation shall be not less than three (3). The number of directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Charles Kimmel	Austin Peay State University P.O. Box 4515 Clarksville, TN 37044
Sanford Miller	P.O. Box 13010 – SFA Station Nacogdoches, TX 75962
Marjorie Albohm	Orthopaedics Indianapolis 8450 Northwest Blvd Indianapolis, IN 46278
Keith Webster	University of Kentucky EJ Nutter Training Facility 136 Sports Center Drive Lexington, KY 40506-0277
Kenneth W. Locker	Presbyterian Sports Network 8198 Walnut Hill Lane Jackson Building, 7 th Floor Dallas, TX 75231

EIGHT NINE

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Teresa Foster Welch	National Athletic Trainers' Association 2952 Stemmons Freeway Dallas, Texas 75247

ARTICLE TEN

1. No director of the Corporation shall be liable to the Corporation or its other directors for monetary damages (other than taxes, penalties and expenses of correction, as described in Treas. Reg. § 53.4941(d)(2)-2(f)(3)) for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director to the extent the director is found liable for an act or omission which is:

- A. a breach of the director's duty of loyalty to the Corporation or its directors;
- B. an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- C. a transaction from which the director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- D. an act or omission for which the liability of a director is expressly provided by an applicable statute.

2. The Corporation shall indemnify a person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person was or is a director of the Corporation to the fullest extent allowed by, and in accordance with, the terms and provisions of section 2.22A of the Texas Non-Profit Corporation Act, including, but not limited to, the indemnifications provided by Sections B, H, I, J and K thereof. For purposes of this paragraph 2 of this Article Ten, "director" shall mean any person who is or was a director of the Corporation and any person who, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

3. This Article Ten shall be deemed to incorporate by reference any future amendments to applicable law that further limit or eliminate the personal liability of directors, or provide for the indemnification of directors by the Corporation.

4. Any repeal or modification of all or part of this Article Ten by the directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE ELEVEN

Action may be taken by use of signed written consents by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the directors or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest-dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the secretary of state, the filed documents will state that the written-consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a director or committee member, or photographic facsimile, emailed pdf file, or similar reproduction of a signed writing is to be regarded as being signed by the director or committee member.

Dated: December ____, 2004.

NATIONAL ATHLETIC TRAINERS'
ASSOCIATION, INC. POLITICAL
ACTION COMMITTEE

By: _____
Teresa Foster Welch, Incorporator