

MAR 14 2007

FILE NO. 1289853.0

NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT
Pursuant to A.R.S. §10-11006

1. The name of the corporation is:

PHOENIX SUNFISH SWIM CLUB, INC.

2. Attached hereto as Exhibit A is the text of each amendment adopted.

3. The amendment was adopted the 13 day of March, 2007.

4. The amendment was duly adopted by act:

of the members

board of directors

and with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.

Dated as of this 13 day of March, 2007.

Signature: Eddie R. Mylan Title: Director
(Pursuant to ARS §10-3120 (F)(G) the Articles of Amendment
must be executed by an officer of the corporation).

Printed Name: Eddie R. Mylan

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EXHIBIT A

Attached Here to:

ARTICLES OF INCORPORATION
OF
PHOENIX SUNFISH SWIM CLUB, INC.

I, the undersigned natural person all being of the age of eighteen years or more, acting as incorporator under the Arizona Revised Statutes (Statutes), adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation is PHOENIX SUNFISH SWIM CLUB, INC., an Arizona Non Profit Corporation, do business as: "The Phoenix Sunfish", "Phoenix Sunfish", and or "Sunfish" hereinafter referred to as, "Corporation".

ARTICLE II: DURATION

The period of duration of the corporation is perpetual.

ARTICLE III: PURPOSE AND POWERS

- (a) The corporation is organized and formed for the following purposes and has the following powers:
- (i) to act and operate exclusively for charitable and educational purposes as a nonprofit corporation pursuant to the laws of the State of Arizona;
 - (ii) to engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to adult amateur swimming, adult amateur water polo, adult amateur diving and adult amateur synchronized swimming.
 - (iii) to engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code of 1986 (Code), as amended, and the regulations promulgated thereunder Arizona Revised Statutes and are consistent with those powers described in the Statutes; and
 - (iv) to solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.
- (b) The following restrictions shall apply to the corporation:

- (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;
- (ii) no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code; and
- (iii) 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 Code.

ARTICLE IV: MEMBERS

The corporation may have one or more classes of members, or may have no members, as set forth in the Bylaws. If the corporation has one or more classes of members, the designation of such classes, the manner of election or appointment, the qualifications and rights of the members of each class and any provisions for termination or forfeiture of membership shall as be set forth in the Bylaws.

ARTICLE V: BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

ARTICLE VI: DIRECTORS

The number of directors of the corporation shall be three, or more than three, as fixed from time to time by the Bylaws. The number of directors constituting the present Board of Directors of the corporation is four, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Brian Douglas
13830 North 16th Street
Phoenix, Arizona 85022

Eddie R Mylan
4328 North 15th Drive
Phoenix, Arizona 85015

Marty Sarussi
5135 North 10th Street, Unit 16
Phoenix, Arizona 85014

Fred Bryan
1110 East Turney, Unit 6
Phoenix, Arizona 85014

Kimberly Pinch
1600 West Lajolla Drive, Unit 2181
Tempe, Arizona 85282

within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

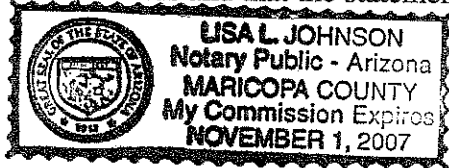
Eddie R Mylan has executed these Articles of Incorporation in duplicate this 13 day of March, 2007, and says that he is the sole incorporator herein; that he has read the above and foregoing Articles of Incorporation; knows the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters he believes to be true.



Eddie R Mylan, Incorporator

VERIFICATION

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 13 day of MARCH, 2007, personally appeared before me Eddie R Mylan who being by me first duly sworn declared that he is the person who signed the foregoing Articles of Incorporation as incorporators and that the statements contained therein are true.




Notary Public

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge and accept appointment as corporate registered agent for PHOENIX SUNFISH SWIM CLUB, INC., An Arizona nonprofit corporation.


Eddie R Mylan, Registered Agent