

RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION FOR HEALTH AND FITNESS, INC. –
THE NETWORK OF STATE AND GOVERNOR’S COUNCILS

ARTICLE I

Name

The name of this corporation is National Association for Health and Fitness, Inc.--The Network of State and Governor’s Councils (the “Corporation”).

ARTICLE II

Purposes

Section 1. Type of Corporation. The Corporation is a public benefit corporation.

Section 2. Purposes. The Corporation is organized and shall at all times be operated exclusively for the following charitable, educational and scientific purposes:

(a) Promotion of Health and Physical Fitness. The Corporation shall unite individual states, commonwealths, territories and districts into membership of the Corporation so that the level of the physical fitness and health of citizens of each member state, commonwealth, territory and district may be afforded opportunities to achieve, improve and maintain the health and fitness of it’s individual citizens.

(b) Raising and Contributing Funds. The Corporation shall raise funds for the advancement of charity, education and for other charitable purposes by the distribution of such funds to support the establishment of a network of state councils, organizations, corporations, and individuals on physical fitness.

(c) Support of Existing Councils and Creation of New Councils. The Corporation shall (i) provide leadership in assisting the creation of new member state councils, (ii) support and strengthen existing councils, commissions or the governmental constituted state authorities to support the establishment of a network of councils on physical fitness; and (iii) provide continuing technical assistance to new member and existing state councils, commissions and governmental constituted state authorities. The Corporation shall also provide a national source whereby individual states and

their respective representations may unite for exchange of information and promotion of health and fitness opportunities for all United States citizens through public and private sectors, governments or private enterprise.

(d) Networking Opportunities. The Corporation shall provide opportunities for states to network through national conferences or meetings of the Corporation.

(e) Receipts. To receive, administer, distribute and expend funds, gifts, donations, bequests, contributions and other receipts of money or property of every kind or nature in furtherance of the Corporations charitable, educational and scientific objectives and purposes;

(f) General. To do any and all things necessary or incidental to the accomplishment of these purposes; and

(g) Lawful Business. To transact any and all lawful business for which corporations may be incorporated under the Indiana Nonprofit Corporation Act of 1991 (the "Act"), provided such business is not inconsistent with the Corporation's status as an organization under Section 501(c)(3) of the internal Revenue code or corresponding provisions of any subsequent federal tax laws.

ARTICLE III

Registered Office and Agent

The street address of the Corporation's registered office is Pan American Plaza, Suite 560, 201 S. Capital Avenue, Indianapolis, Indiana 46225, and the name of its registered agent at such office is Cindy Porteous.

ARTICLE IV

Members

Section 1. Classes. The Corporation shall have one (1) class of voting members, which class shall be comprised of those State and Governor's Councils established in the various states, territories, commonwealths or districts of the United States and admitted as members by the Corporation; provided, however, that the Corporation shall not admit more than one (1) council as a voting member in each such state, territory, commonwealth or district of the United States. All voting members shall have the same rights, obligations, privileges, liability, limitations and restrictions.

Section 2. Voting. Each voting member shall be entitled to one vote on each issue to come before a meetings of members.

Section 3. Nonvoting Members. The Bylaws may create, fix or alter the classes of non-voting members (and to create new classes of non-voting members) and the relative rights, preferences, qualifications, limitations or restrictions of any class or classes of non-voting members.

ARTICLE V

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Amendment of Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal, or to waive provisions of, the Bylaws of the Corporation by the affirmative vote of a majority of the number of Directors then in office, excepts as otherwise provided by the Act.

Section 2. Indiana Nonprofit Corporation Act. All references in these Articles of Incorporation to the Act shall mean the Indiana Nonprofit Corporation Act of 1991 as it may hereafter from time to time be amended and any statute which may in the future supersede or replace, in whole or in part, the Act.

Section 3. Limitation on Power or Authority. Neither the members of the Corporation nor the Board of Directors shall have power or authority to do any act that will prevent the Corporation from being an organization described in section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 4. Inurement. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members or any 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 II of these Articles.

Section 5. Limitation on Lobbying and Political Activities. Notwithstanding any other provision of these Articles, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 a court of competent jurisdiction 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.

This instrument was prepared by C. Russell Cox, Attorney-at-Law, Cox & Sargeant, P.C., 8840 Woodfield Crossing Blvd., Suite 450, Indianapolis, IN 46240

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