

No. N00061491

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

UNITED STATES AUSTRALIAN FOOTBALL LEAGUE, INC.

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 1st day of OCTOBER, 2001.


Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
 CERTIFICATE OF INCORPORATION
 MISSOURI NONPROFIT

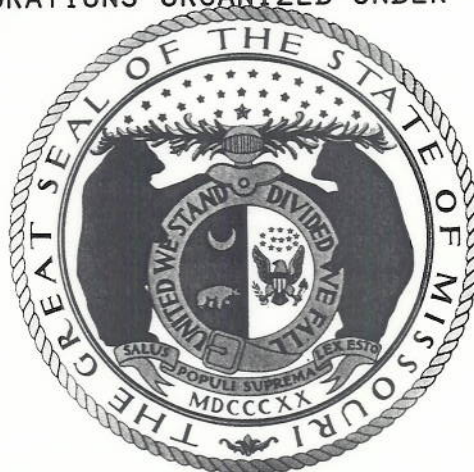
WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
 UNITED STATES AUSTRALIAN FOOTBALL LEAGUE, INC.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
 STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
 REQUIREMENTS OF MISSOURI NONPROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE
 OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
 ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
 CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
 ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
 THE MISSOURI NONPROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
 HAND AND IMPRINTED THE GREAT SEAL OF
 THE STATE OF MISSOURI, ON THIS, THE
 24TH DAY OF MAY, 1999.

Rebecca McDowell Cook
 Secretary of State



\$25.00

ARTICLES OF INCORPORATION

MAY 24 1999

OF

Robert McDaniel Goff
SECRETARY OF STATE

UNITED STATES AUSTRALIAN FOOTBALL LEAGUE, INC.

The undersigned natural person of the age of eighteen (18) years or more for the purpose of forming a corporation under the Nonprofit Corporation Act of Missouri adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: United States Australian Football League, Inc.

ARTICLE TWO

This corporation is a Mutual Benefit Corporation.

ARTICLE THREE

The period of duration of the corporation shall be perpetual.

ARTICLE FOUR

The street address of the initial registered office in the State of Missouri is 120 S. Central, Clayton, Missouri 63105. The name of the initial registered agent at said office is CT Corporation.

ARTICLE FIVE

The name and address of the incorporator is S. Christian Mullgardt, II, 2 El Dorado Ct., St. Louis, Missouri 63119.

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

ARTICLE SIX

MAY 24 1999

The corporation shall have members and may have different classes of members, and the designation of such class or classes and the qualifications and rights of the members of each class shall be as set forth in the Bylaws of the corporation.

SECRETARY OF STATE

ARTICLE SEVEN

In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the 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 revenue tax code, or shall be distributed to the federal government, or to a state or local government, for 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 operate exclusively for such purposes.

ARTICLE EIGHT

The purposes for which the corporation is organized are as follows:

(a) The corporation is organized and shall be operated exclusively for non-profit educational and recreational purposes. The specific purpose for which the corporation is organized is the fostering of national and international amateur sports competition of Australian Rules Football within the meaning of section 501(c)(3) of the Internal Revenue Code, and such other and further activities in furtherance of the foregoing specifically enumerated purpose.

(b) The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any of its members, officers, directors, or other private persons, 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 herein. The corporation shall not endorse, promote or further any particular business or commercial activity or product or any individual or business entity. 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, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE NINE

MAY 24 1999

The corporation shall have all the powers of a not-for-profit corporation under the Missouri Nonprofit Corporation Act and the following enumeration of powers shall not be construed to limit or be in derogation of such statutory powers; provided, however, that none of the powers of the corporation shall be exercised to carry on activities which are not in themselves in furtherance of the purposes of a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Without in any way limiting the generality of the foregoing powers, the corporation shall specifically have the following powers, to be exercised only to prosecute and further its non-profit purposes as provided herein:

- (a) To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Missouri, as may be necessary and proper for carrying on its legitimate affairs;
- (b) to receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for such purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions thereof;
- (c) to sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets;
- (d) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interests, or obligations;
- (e) to make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and income;
- (f) to invest its funds, from time to time, in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned.

The corporation shall have the power to do any and all act or acts, thing or things, necessary to or incidental to the accomplishment of the purposes hereinbefore set forth, and generally to do any and all things not herein specifically enumerated which may tend to promote the purposes

hereinbefore set forth, provided that such act or thing is permitted to corporations organized under the laws of the State of Missouri by the Missouri Nonprofit Corporation Act, and permitted under the Internal Revenue laws of the United States to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE TEN

The effective date of this document is the date it is filed by the Secretary of State of Missouri.

In affirmation of the facts stated above, these Articles of Incorporation have been executed by the incorporator this 20 day of May, 1999.

S. Christian Mullgardt
S. Christian Mullgardt, II, Incorporator

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAY 24 1999

Robert M. Damm H. Gork
SECRETARY OF STATE