

**ARTICLES OF INCORPORATION
OF
WESTERN RUGBY FOOTBALL UNION, INC.**

The undersigned, all of whom are of the age of eighteen (18) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the provisions of the Texas Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is WESTERN RUGBY FOOTBALL UNION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

The general purpose or purposes for which the corporation is organized are athletic and educational. The specific purposes are:

A. To establish and promote amateur rugby competition within the territory comprising the Western Rugby Football Union and select teams and players to compete in national and international amateur rugby.

B. To provide the financial support necessary to stage competition at a national and international level and to allow the Western RFU select sides to compete on a national and international level.

C. To educate players and the general public in the support of rugby football.

D. To develop and train players to compete for select sides representing the Western Rugby Football Union and the United States.

E. To establish champions in the various divisions of play within the Western Rugby Football Union, including Men's, Collegiate, High School and Women's Divisions.

F. To inspire the strong traditions of fair play and sportsmanship of rugby football and to provide opportunities for its unique athletic, social and cultural exchanges.

ARTICLE V

A. The corporation is a non-profit corporation and is organized without capital stock. The corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit or conducting or carrying on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

B. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by an officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets upon dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Internal Revenue Code, as amended from time to time. The corporation shall not participate in or intervene in (including

the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

D. In the event of dissolution of the corporation, the property and assets thereof remaining after providing for all obligations shall then be distributed only to such organization or organizations exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 (or any subsequent statutory provision of similar effect) as shall be designated by the Board of Directors.

ARTICLE VI

The corporation shall have no members and all business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VII

The street address of the initial registered office of the corporation is 901 Main Street, Suite 6000, Dallas, Texas 75202 and the name of its initial registered agent at such street address is Robert P. Latham.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

Dr. William Sexton
410 S. Lewis
Kirksville, Missouri 63501

Robert P. Latham

901 Main Street, Suite 6000
Dallas, Texas 75202

Gordon Riggs
406 Brook Glen Place
Richardson, Texas 75080

ARTICLE IX

The names and addresses of the incorporators are:

Robert P. Latham
901 Main Street, Suite 6000
Dallas, Texas 75202

Tim Taylor
901 Main Street, Suite 6000
Dallas, Texas 75202

David Vassar
901 Main Street, Suite 6000
Dallas, Texas 75202

Robert P. Latham

Timothy E. Taylor

David S. Vassar

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I, _____, a Notary Public, hereby certify that Robert P. Latham, Timothy E. Taylor and David S. Vassar known to me to be the persons whose names are subscribed to the within Articles of Incorporation, appeared before me this day in person and being by me first duly sworn, acknowledged and declared that they signed said Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.

Witness my hand and notarial seal this ____ day of _____, 1995.

Notary Public in and for
the State of Texas

355395D

355395v.1