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FILED
In the office of the Secretary of State
of the State of California

DEC 21 1995

ARTICLES OF INCORPORATION
OF
GREATER SAN DIEGO INNER-CITY GAMES

Bill Jones
BILL JONES, Secretary of State

I

The name of this Corporation is Greater San Diego Inner-City Games.

II

A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The purposes for which this Corporation is organized include, but are not limited to, promotion, organization, support, establishment and administration of recreational and fitness programs and facilities and sports and academic competitions to benefit and encourage the health and prosperity of children throughout San Diego County and, in particular, the at-risk and disadvantaged children.

C. In furtherance of the purposes set forth in Paragraph B above, the purposes for which this Corporation is formed shall also include the following:

(a) To enter into a license agreement with the Inner-City Games Foundation and become an authorized licensee to sponsor, organize and produce sports and academic competitions to be known as the Greater San Diego Inner-City Games;

(b) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this Corporation and the proceeds, income, rents, issues and profits derived from any property of this Corporation for any of the purposes for which this Corporation is formed;

(c) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate or encumber and to deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

(d) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real and personal property;

(e) To borrow money and incur indebtedness and to secure repayment by mortgage, pledge, deed of trust or other hypothecation of property, both real and personal;

(f) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit on amount, with any person, firm, association, corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision; and

(g) To do all things necessary, expedient or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

III

The name and address in the State of California of this Corporation's initial agent for service of process is: John Cates, University of California at San Diego, 9500 Gilman Drive, La Jolla, California 92093-0117.

IV

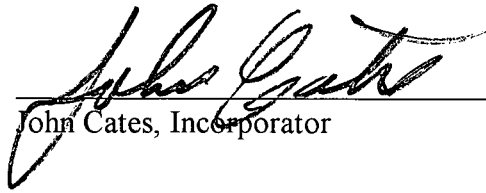
A. This Corporation is organized and operated exclusively for religious, charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

B. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

The property of this Corporation is irrevocably dedicated to religious, charitable, educational and literary purposes; and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person except that this 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 hereof. Upon any dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for religious, charitable, educational and literary purposes which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Dated: November 27, 1995

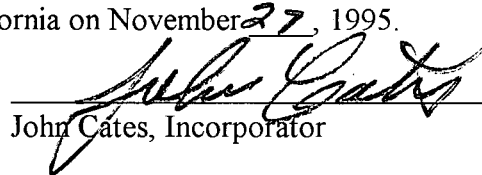


John Cates, Incorporator

DECLARATION

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Executed at San Diego, California on November 27, 1995.



John Cates, Incorporator



STATE OF CALIFORNIA

FRANCHISE TAX BOARD

P.O. BOX 1286
RANCHO CORDOVA, CA. 95741-1286

December 21, 1995

In reply refer to
340:G :RDM

GREATER SAN DIEGO INNER-CITY GAMES
9500 GILMAN DRIVE
LA JOLLA CA 92093

Purpose : CHARITABLE AND EDUCATIONAL
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number :

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012 (a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

December 21, 1995

GREATER SAN DIEGO INNER-CITY GAMES

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If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Office of the Secretary of State and to the Registry of Charitable Trusts.

R MADDOX
EXEMPT ORGANIZATION UNIT
CORPORATION AUDIT SECTION
Telephone (916) 845-4177

EO :
cc: VERNON C. GAUNTT

COPY