

GREAT LAKES SECTION
UNITED STATES FENCING ASSOCIATION
NEWSLETTER
OCTOBER 7, 2005

Editor's Note: Division Officers are requested to e-mail 2005-2006 fencing event schedules to the GLS webmaster, Doug Bliss, at dbliss@columbus.rr.com as soon as possible for inclusion on the Great Lakes Section Schedule which appears on the GLS website, www.columbusfencing.org/gls/index.html.

GREAT LAKES SECTION OFFICERS

Dr. Joseph S. Streb, Chairman, Columbus, Ohio
Marcia Pierce, Vice-Chair, Richmond, Kentucky
David Leighton, Secretary, Mishawaka, Indiana
Jaison Laker, Treasurer, Ft. Wayne, Indiana

USFA OFFICERS & SELECTED COMMITTEE CHAIRS

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Sam Cheris, Vice-President
Ro Sobalvarro, Vice-President
Ed Wright, Vice-President
Derek Cotton, Treasurer
Michael Massik, Executive Director
Donald Alperstein, General Counsel
Steve Sobel, Associate General Counsel
Kalle Weeks, Tournament Selection Committee Chair
Kelly Williams, Youth Development Committee Chair
Cindy Bent Findlay, American Fencing Magazine

**SELECTED MATTERS FROM THE USFA BOARD OF DIRECTORS
MEETING OF SEPTEMBER 10-11, 2005 at CHICAGO:**

The Board of Directors of the United States Fencing Association (USFA) met on September 10-11, 2005 at Chicago, Illinois, and a number of interesting items of information, discussion, and action occurred, and here are some of note:

THE PUSH FOR RE-ORGANIZATION OF USFA:

At the USFA Board of Directors meeting, it was very apparent that the current leadership of the organization, being its Executive Committee and ex-officio officers are determined to re-organize USFA; however, the exact structure of the reorganization has not been revealed. Instead, the leadership of the organization prefers to engage in strategic planning sessions which appear to be designed to lead to a pre-determined conclusion and to have the board members participate in such a way that they will be foreclosed from objecting in the future. The future may hold an attempt by the leadership to have the USFA Board Of Directors vote itself out of existence, at least as it is currently structured. Hence, the necessity of approaching the process or re-organization in a way calculated to achieve the greatest possible "buy-in" from those who have the right to vote to approve or disapprove the ultimate plan.

THE STRATEGIC PLANNING SESSION OF SEPTEMBER 10, 2005:

The USFA Board spent all of its Saturday session in a strategic planning session conducted by a professional facilitator at the request of the Executive Committee. The session started with the following stated goals about what USFA should be doing in the near future:

1. To Enhance International Influence and Competitive Performances

Objectives:

- A. To achieve at least two Olympic Medals in China.**
- B. To complete logistics planning for Beijing.**
- C. Enhance political influence in the FIE and Pan American Confederation.**
- D. To professionalize coaches within the USFA and enhance athlete financial support.**

2. To Enhance the USFA Governance Structure

Objectives:

- A. To further refine and define the appropriate roles of the USFA Board of Directors and the USFA committees to strengthen their operational functions and outcomes in service to USFA mission and goals.**
- B. To review and enhance current division and section organizational structure to better reflect and manage growth while improving the delivery of services membership.**
- C. Revisit division and sectional competitive pathway as a result of organizational recommendations.**
- D. Vertically integrate Wheelchair Fencing into US. Fencing**

3. To Enhance and Increase the Delivery of Services to Members

Objectives:

- A. To develop an enhanced USFA website complete with on-line entries**
- B. Increase the number of clubs at the high school and college level.**

4. To Increase USFA Revenues

Objectives:

- A. To develop and implement branding and marketing plans to enhance USFA products capitalizing on the Athens Olympic successes.**
- B. To solicit for corporate, private, grants, and VIK contributions.**

It is the opinion of this writer that the Board's time would be better spent receiving reports from the Executive Director and Executive Committee as to what problems currently exist and why and in receiving and evaluating well documented plans as to what could reasonably be done to solve the problems, rather than engaging in protracted open-ended planning about matters that seem to have already been decided by the USFA leadership but not fully revealed.

With respect to re-organization of the governance structure of USFA, the current leadership, upon questioning, stated two problems: (1) national events are becoming too large to easily manage, so some type of pre-qualifying is necessary in order to make them smaller and some type of additional administrative efforts are necessary to handle the volume of entries, and; (2) the national office and officers are tired of

spending time resolving political disputes arising at the divisional and sectional levels which often take the form of "turf wars" and sometimes result in fencers being denied the right to participate in qualifying events.

NON-PROFIT CORPORATIONS & The CURRENT ORGANIZATIONAL STRUCTURE OF USFA:

The Current Organizational Structure of USFA:

At present, the USFA is a non-profit corporation organized under the laws of the State of Colorado. USFA succeeded an association known as the American Fencing League of America (AFLA). AFLA was an unincorporated association, as were many amateur sports organizations of the past. Some of the internal structures of USFA can be traced back to the AFLA. In the early days, the organization relied heavily upon volunteers. It can be argued that the organization still relies heavily upon volunteers. Despite a current budget of approximately 2.2 million dollars, USFA historically has operated in the red, meaning it spent more money than it brought in the door. There is also a separate non-profit sister corporation to USFA which holds funds derived from distributions from United States Olympic Committee (USOC) from TV revenue from Olympic Games held in the U.S. This separate non-profit corporation is controlled by certain current and former USFA Board Members. It is sometimes said that those individuals derive extra power therefrom.

USFA has adopted By-laws which set forth the internal structure of the organization. According to the By-laws, Article VIII, Sec. 1, "The Board of Directors shall be vested with the full powers and responsibility for the management and policies of the USFA subject to these Bylaws." Article VIII, Section 2 describes the composition of the USFA Board of Directors as being: (a) the President, three Vice-Presidents, Secretary, Treasurer (these officers also are on the Executive Committee, see, Article VIII, Sec. 15); one Director from each of the sections elected by the sectional members; six athlete members or such number as required to have 20% representation (this is required by USOC rules); four directors elected by the USFA Congress (the Congress meets once per year and is primarily composed of Division Representatives, see Article VII), and up to four directors appointed by the President, and one representative from any member amateur sports organizations which are USFA members (none currently known).

The Executive Committee Officers whose roles are defined at Article VI of the Bylaws are not openly elected but must be proposed for election by a Nominating Committee. The only way for anybody to be nominated outside of Nominating Committee action is by petition of not less than two percent of the voting membership as of the close of the preceding membership year with at least twenty-five members from each of three different Sections signing the petition. Otherwise, there is an "uncontested" election, and an Election Committee simply certifies the persons chosen by the Nominating Committee without any real election by the USFA membership. This form of selecting Executive Officers with its restrictions grew out of litigation in the early 1990s over access of officer candidates and other to membership lists and to publicity in official USFA publications.

As is typically the case for large non-profit organizations, since the Board of Directors meets only a few times per year, most Director level decisions are made by the Executive Committee which is authorized by the Board to act for the Board when the Board is not in session, i.e., most of the time. Hence, the Executive Committee has considerable power. The only limitation on the power of the Executive Committee is the necessity that it report to the full Board when the full Board meets to have its actions ratified.

The power of the Executive Officers is accentuated by the authority granted to the President to appoint up to four persons to the board of directors and by the power of the President to constitute Board Committees and appoint the members of those committees. See, Bylaws, Article XI. Currently, USFA has the following Committees: Executive Committee, Athletes Advisory Group, USFA Representative to USOC, Legal Resource Group, Hall of Fame Committee, FIE Advisory Council, Fencing Officials Commission, Divisions and Sections Committee, International Performance Steering Committee, Coaching Committee, Tournament Committee, Equipment Technology Committee, Sport Science, Safety and Technology Committee, Youth Development committee, Veterans Committee, Data Management and Technology Committee, Fund Raising Committee, Media, Marketing, Promotion Committee, Collegiate Committee, Wheelchair Fencing Committee, Schools and Clubs Committee, American Fencing Magazine and Policy Board, and Official Historian.

Executive Director of USFA; the National Office; Employees:

Most non-profit corporations, including USFA, are operated on a daily basis by an Executive Director who is an employee of and serves at the discretion of the board of directors. The Executive Director reports to the board of directors. Since the Executive Committee functions as the Board of Directors most of the time, it may be accurate to say that the Executive Director reports to the Executive Committee. The Executive Director has such power and authority as is granted to him by the Board of Directors. For most corporations, the grant of power is set forth in the organization's by-laws; however, there may be a separate written contract of employment which sets forth such matters as the Executive Director's term of office, duties and responsibilities, payment, benefits, and grounds for removal from office. The Executive Director is generally granted authority to hire subordinates who are employees of the corporation. In the case of USFA, the Executive Director is Michael Massik who has held the position for many years. However, there is nothing in the Bylaws describing the Executive Director position and no known Employment Contract between the Board and Mr. Massik. Nevertheless, most likely with the approval of the Executive Committee, the Executive Director of USFA has hired several employees to work in the national office in Colorado Springs, Colorado. The identities of these individuals was at one time available on the USFA website. These are the people, along with the assistance of the various USFA Committee members, who do the day-to-day work of processing national tournament applications, arranging for national fencing events, conducting national fencing events, negotiating with USOC for money, and attempting to promote the sport of fencing.

General Corporations Law; Forms of Non-Profit Corporate Organization:

General non-profit corporation law, including the law of Colorado, provides that a non-profit corporation may own property and that the members of the corporation and/or its board of directors are not personally liable for the debts of the corporation, unless they act without authority. See, Colo. Rev. Stat. § 7-123-102. General corporations law, including the law of Colorado, allows for two main types of non-profit corporation: (1) a member controlled organization, and (2) a delegate or director controlled organization. There is no requirement under Colorado non-profit corporation law that a non-profit corporation have members. See, Colo. Rev. Stat. § 7-126-101. It is also possible to have a hybrid organization; that is, a non-profit corporation that has elements of a member organization and also has elements of a director controlled organization. This is usually accomplished through the By-laws of the non-profit corporation which limit the right of members to select board members and officers. Some learned individuals believe that USFA already is a hybrid non-profit due to the restrictions upon selection of the Executive Officers and the power of the President to appoint board members and committee members.

The primary defining elements of a **member controlled non-profit** corporation are the following: (1) the members have some due process rights, meaning a member cannot be expelled from the organization without being told why and given an opportunity to object (see, Colo. Rev. Stat. § 7-126-302); (2) the members have the right to vote to select the organization's leadership, and the members have a voice in the decisions of the organization through its elected leadership (see, Colo. Rev. Stat. § 7-127-101, 202); (3) the organization is governed by delegates, typically a board of directors charged with making major decisions of the organization (see, Colo. Rev. Stat. § 7-126-501); (4) upon dissolution of the corporation, any excess assets over liabilities are distributed to other non-profit organizations. See, Colo. Rev. Stat. § 7-134-105. Typically, since the board of directors cannot meet on a regular basis, a non-profit corporation, whether a member organization or otherwise, has executive officers and employees to carry-out day-to-day operations. Sometimes, the executive officers are board members and sometimes not. Executive officers are people with titles, such as, president, vice-president, treasurer, secretary, chief executive officer, etc. In the case of USFA, the executive officers are also members of the board of directors. Many of them are identified hereinabove.

The primary defining elements of a **total board controlled non-profit** are the following: (1) the organization is controlled completely by its delegates or board of directors and it has no members; (2) the board of directors determine who will serve on the board and how withdrawing, retiring, or expelled members will be replaced; (3) upon dissolution of the organization, any excess assets over liabilities are distributed to other charitable organizations.

General non-profit corporation law, including the law of Colorado, requires two main types of organizational documents: (1) articles of incorporation, and (2) by-laws. The articles of incorporation set forth basic information about and put the public on notice of the existence of the non-profit corporation. A copy of the USFA Articles Of Incorporation are attached hereto as "Exhibit A." The By-laws set forth the specific governing structure of a corporation. A copy of the USFA By-laws is available on the organization's website, or was at one time. In a member non-profit corporation, the By-laws are essentially an agreement between the members and the board of directors regarding how the organization will be operated. In a director controlled non-profit, the By-laws are essentially rules setting forth how the directors will conduct business and describing the powers of the executive officers.

POSSIBLE FORMS FOR REORGANIZATION OF USFA:

Conversion to For-Profit Status:

There appears to be nothing in either the United States Olympic Committee (USOC) organizational statute (36 U.S.C. § 220501 et seq.), or the USOC By-laws specifically prohibiting a for-profit corporation from being a national governing board (NGB) and member of USOC. Therefore, it is theoretically possible that USFA could be converted to a for-profit corporation. In a for-profit corporation, the shareholders own the assets of the corporation but they are not personally liable for its debts. A for-profit corporation is typically controlled by a board of directors and operated on a daily basis by officers who are employees of the board of directors. The big difference between a for-profit corporation and a non-profit corporation is that the for-profit entity must pay federal income taxes, just like any other profit making business. Because of the tax liability, there is typically no incentive for a non-profit corporation to switch to a for-profit corporation, unless large amounts of revenue are expected. Despite the possibility that USFA could convert to a for-profit corporation, this would probably be viewed negatively by USOC, if for no other reason because USOC itself

may not be a for-profit corporation or political action entity. See, 36 U.S.C. 220507. Also, conversion of USFA to a for-profit corporation would certainly raise questions regarding sources of revenue and who would benefit from them. It could also open the door to a petition to replace USFA as the NGB of the sport of fencing. See, 36 U.S.C. 220028. It would seem to be a perilous road to take.

Conversion to Total Board Control:

It is permissible under both USOC laws and the Colorado non-profit corporation laws for a non-profit corporation to be governed solely by a board of directors or other delegates without having any members. In essence, the only members of the organization would be its board members. It may be that this is the form of non-profit organization current USFA leadership would like to adopt. If this form of organization were coupled with elimination of divisions and sections, the board would be smaller due to the elimination of section representatives. There would be no members, so there would be no need for even the possibility of contested elections of Executive Officers; they could be appointed directly by the board through the nominating committee. Empty board seats could simply be filled by the consensus of the remaining board members. The organization would resemble a closely held for-profit corporation in many respects, especially in the respect that the Executive Officers and board members would be virtually identical. Theoretically, this would completely eliminate local politics from the national organization since there would be no local representation on the board. Of course, USFA would be a far less representational form or organization, and, most likely, one where a self-replicating form of cronyism would reign. If additional streams of revenue could be tapped, the Executive Officers could become virtually permanent positions and they could pay themselves salaries. The downside could be loss of membership revenue since most members are concerned with local matters. But, perhaps, under such a configuration, the organization could sell licenses instead of memberships. However, without local representation to the Board, license holders might be less forgiving about poor delivery of services. They could sue; they could drop-out. They could join local organizations which could spring-up to fill the void. And, with this form or reorganization there could be a lack of incentive for local fencers to volunteer time and effort to organize national qualifying events. Without additional sources of revenue to hire people to replace the local volunteers, the total control board may find itself unable to handle the things that were previously being done for free at the division and sectional levels. Also, of course, many of the existing board members would have to be persuaded to vote themselves off the board, i.e., to approve amended by-laws eliminating sections and divisions.

Retention of Limited Membership Status With Beefed-up National Office, Diminished Board of Directors & Regional Fencing Coordinators:

Of course, it may be that USFA could remain a membership organization but eliminate the need for divisions and sections by expanding the national office and appointing Regional Fencing Coordinators (RFCs). In other words, the business office operated by the Executive Director could be expanded to include branches in geographic areas staffed by paid or unpaid USFA employees. This system would be similar to the current regional youth tournament structure implemented by the Youth Development Committee; however, the Regional Fencing Coordinators would most likely have to be paid instead of being volunteers. Perhaps the President could appoint a National Regional Fencing Committee to do the job. The geographic United States would likely be reconfigured by such a committee with board of directors approval to be easier to administrate than the current sections and divisions. Regional Fencing Coordinators could be appointed. But would they work for free? If not, and assuming there were money to pay them, they would have to be employees of the national office, not of a committee of the Board. The Board Committee could hire and fire

RFCs, but this might expose individual Committee or Board members to liability for things like wrongful termination lawsuits. It would be best if the Regional Fencing Coordinators were employees of the corporation itself, i.e., the national business office operated by the Executive Director.

Of course, with this form of organization, there would be no need for sectional representatives on the USFA Board of Directors, so the Board would be smaller. This would have the by-product of further enhancing the power of the Executive Committee. With Regional Fencing Coordinators in charge of all national qualifying events, the local divisions and sections would have little to do and would in theory wither away. The likely expectation would be that local competitions would be operated by clubs and not by USFA divisions. The big problem with this form of organization is that Regional Fencing Coordinators would have large amounts of work to do, including without limitation, dealing with many of the same local problems now handled by divisions and sections. They are not likely to do this for long without wanting payment or resigning. Unpredictable resignations may negatively affect qualifying events. Fencers would not be happy. Fencers' parents would not be happy. So, the Regional Fencing Coordinators must be paid, but from whence will come the money? It was once said that if the USA could just win a few Olympic medals in fencing, the USOC and corporate coffers would open wide, and buckets of money would come pouring into the organization. Well, the USA did win Olympic medals in 2004, but the buckets of money have not poured in, although there was a modest increase in USOC money. But USOC has also recently changed its funding policy such that it will put strings on the dollars it provides, i.e., the money must be spent as USOC dictates. It is likely USOC will dictate that its donations be spent on athlete development and not on employee salaries for Regional Fencing Coordinators. Where else could USFA get the money? Some members have suggested that referees should work for free. This would free-up plenty of money for Regional Fencing Coordinators, wouldn't it? But referees do plenty of hard and thankless work, and they are used to being reimbursed for expenses and paid something for their work, so this source is unlikely. Further, many of the USFA Board members are referees who would be unlikely to vote money out of their hands. Perhaps the portions of membership dues that are kicked-back to divisions and sections could be redirected to pay for RFCs? Would that be enough money? No reports have been made on the subject.

THE TRUE BIG PICTURE

René Roch, President of the FIE, stated in his letter to the membership in the June 2005 issue of *Escrime Magazine*: ". . . all the sports are competing with each other as we will be assessed by the IOC after each Olympic Games, and only the sports obtaining over 50% of the votes will remain in the Olympic program. Therefore, we must reappraise our situation and take the media's and the IOC's observations into consideration." What this means is that the International Olympic Committee (IOC) will vote after each Olympic Games on which sports will remain on the Olympic Program. Just this past July, softball and baseball were voted out. Fencing must find a way to make itself more popular with the masses. This, of course, means simplifying the sport and finding a way to get fencing on TV. This writer proposed to head a Television Production Committee for USFA, but the Executive Committee was not interested. Nevertheless, selling the sport to a larger audience remains the real and most pressing issue for the future of the sport.

CONCLUSIONS:

It would seem apparent that attempting to re-organize USFA to eliminate divisions and sections will

not be successful unless the Regional Fencing Coordinator (RFCs) positions are paid positions, and paid well enough so that the persons holding the positions will be motivated to work full-time and take direction from the national office. Simply replacing one group of volunteers (divisional and sectional officers and members) with another group of volunteers (RFCs) is not likely to solve anything, although it could create a powerful position for whomever manages the RFCs. Therefore, the entire RFC structure should be only a contingency plan, a plan which goes into effect only when the organization has the financial ability to make these RFC positions reasonably well paid positions. And, those who are advocating the RFC structure need to explain how they will fund the positions. The USFA leadership needs to find a way to raise and sustain revenue levels before reorganizing. Of course, financial management is the real test of any business management group, isn't it?

As to the notion that USFA should restructure because there is a need for more centralization, this has not been demonstrated to be true. As is apparent, the organization is already a hybrid between a member corporation and a total board controlled corporation with power already concentrated in the hands of the Executive Committee. More political control for the Executive Committee for the sake of eliminating noise from the local level is not a necessity but a preference.

Assuming there really are two big problems facing USFA which the leadership believes necessitate reorganization, are there other and more conventional ways to solve the problems? The problems articulated by USFA leadership are: (1) increase in size of national events with the attendant administrative and support problems; and, (2) political battling at the divisional and sectional levels. Is it possible to solve the size problem by simply applying restrictions on eligibility for national events? For open events, only A and B rated fencers need apply. For Division II events, only C rated fencers need apply. For Division II events, only D rated fencers need apply. For Youth events, only the top 16 fencers at RYC or SRYC events need apply. Problem solved; the national events would be smaller. This, coupled with the new website which promises on-line applications should suffice, at least temporarily. But, does the organization really want to cut numbers of participants drastically? Or, does USFA want to start hosting regional events and generate revenue from those also? In addition, some members have proposed a rating system like that used in chess whereby fencers' ratings go up or down based upon the ratings of those he or she competes against. Of course, nobody knows who would keep track of this and nobody wants to do it for free. So, as usual, it is really more about money than anything else.

What about the political problems? Is the Executive Committee and national office really struggling to solve local political problems? Where are the reports on this? Who is spending time on this and how much and at what cost? Where are the Missourians on this issue? In any event, USFA already has mechanisms in place to solve political problems. The newly created Ombudsman position (which should also be a paid position) is one solution. Further, with respect to fencers who claim to have been shut-out of qualifying events, there is an appeals process which can be made to totally by-pass local input, if necessary. If the problem is really one of not enough bodies to do the work, this should be addressed like any other personnel issue. That is, there should be a financial analysis of the costs vs. benefits and whether enough revenue is available to cover the costs. Otherwise, USFA may be better off with the current unpaid armies of volunteers that constitute the divisions and sections.

CURRENT USFA NATIONAL SCHEDULE:

October 7-10, NAC: Div. II, Cadet, Youth 14; Miami, Fl.

November 11-14, Y14 Cadet/Junior; Albuquerque, NM
December 9-11, NAC: Div. I, Veterans, Wheelchair; Pittsburgh, Pa.
January 13-16, NAC: Div. I, Junior; Houston, TX
February 17-20, Junior Olympics; Hartford, CT
March 10-13, NAC: Division II, III, Veterans; Reno, NV
April 21-24, NAC: Div. I, Youth, Wheelchair; Sacramento, CA
June 30 to July 9, 2006, Summer Nationals; Atlanta, GA
September 2-4, Veterans World Championships; Bath, England

**GLS SECTION MEETING TO BE HELD
AT RICHMOND, KENTUCKY,**

APRIL 1, 2006:

The Great Lakes Sectional Meeting will be held at the site of the GLS Championships on April 1, 2006. The Minutes of the last meeting are available on the GLS website, www.columbusfencing.org/gls/index.html. Some of the highlights of the meeting are as follows:

March, S.W. Ohio Div., Feb. 25-26
April, GLS Championship, Ky., Apr. 1-2
May, open
June, open
July, Summer Nationals, Atlanta
See, www.columbusfencing.org/gls/index.html
for more information on Sectional Circuit events.

ITEMS OF INTEREST FOR GLS:

A. ELECTIONS: Joseph S. Streb of the Columbus, Ohio Division was re-elected as Chairman, as were the other officers whose names appear above. As per custom, the Vice-Chair of the Section is the person responsible for organizing the next GLS Championship.

The purpose of the Sectional Circuit Events schedule is to allow fencers from around the Great Lakes Section to gather for large events reflecting the strength of the Section, not just one Division. The GLS Secretary, David Leighton, calculates the results of the GLS point championships based upon how well fencers place at Sectional Circuit Events and based upon the size of each event.

B. BY-LAWS ADOPTED: At one time the GLS had By-Laws but they were lost. Hence, new By-laws were adopted, and they may be viewed on the GLS website.

D. REGIONAL YOUTH CIRCUIT EVENTS: As a result of the growth in membership of USFA over the past few years and the increasing numbers of youth participants at national events, USFA has approved the Regional Youth Circuit system and allowed a committee to oversee it. For Y10 and Y12 fencers to qualify to attend national fencing events, they must now participate in at least one Regional Youth Circuit event. Further, the Youth Development Committee has divided the nation into 12 geographic areas that roughly resemble Sections. Applications have been accepted and persons appointed to be Regional Youth Coordinators to oversee RYC and Super RYC events in each of the 12 Youth Sections created by the Youth Development Committee. The Youth Region into which most

C. SECTIONAL CIRCUIT EVENTS TO CONTINUE: The Sectional Circuit Event Schedule used in the past has been slightly altered upon request; and, each GLS Division should plan on having one Sectional Circuit Event during the following months:

August, open
September, Michigan, Sept. 24th
October, Northern Ohio Div., Oct. 23rd
November, Kentucky Div., open
Dec./Jan., Columbus, Ohio Div., Jan. 28th
February, Indiana Div., Feb. 12th

of the GLS falls includes the geographic area of the present GLS, plus Tennessee and Western Pennsylvania. The Youth Development Committee has appointed Frank Foley and Beth Bell to be the RYC Coordinators for our Region. Frank and Beth operate a fencing club in Pittsburgh,Pa., sabremaster@comcast.net

NEXT GLS MEETING: The next GLS Executive Committee meeting will be held at the GLS Championships in Richmond, Kentucky on April 1, 2005.

YOURS IN FENCING,
Joseph S. Streb, Chairman GLS, USFA
Streblaw@sbcglobal.net.

Submit in Duplicate
Fee: \$10.00*
Must Be Typewritten

MAIL TO:
Colorado Secretary of State
Corporations Office
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2200

For Office Use Only

921116032 \$50.00
SOS 12-04-92 08:30

NONPROFIT

ARTICLES OF INCORPORATION
OF A COLORADO NONPROFIT CORPORATION

The undersigned person(s) acting as incorporator(s) of a corporation under the Colorado Nonprofit Corporation Act, execute the following Articles of Incorporation for such corporation.

FIRST: The name of the nonprofit corporation is: USFA, Inc.

SECOND: The address of the initial registered office of the corporation in Colorado is 1200 17th Street, #1700, Denver, Colorado 80202
(Address must include building number and suite number, Street (or rural route number), Town or City and Zip code.)

and the name of its initial registered agent at such address is Samuel David Cheris

THIRD: The corporation (will/will not) _____ have members.

FOURTH: Provisions regarding the distribution of assets on dissolution are:
On dissolution all assets will be distributed to the United States Fencing Association.

FIFTH: The corporation shall have 2 directors who shall serve as the initial board of directors and the name and address of each director is:

NAME OF DIRECTOR	ADDRESS (include Zip code)
<u>Samuel David Cheris</u>	<u>1200 17th Street, #1700, Denver, Colorado 80202</u>
<u>Donald W. Alperstein</u>	<u>1600 Broadway, #2000, Denver, Colorado 80202</u>
_____	_____
_____	_____

SIXTH: The name and address of each incorporator is:
Samuel David Cheris 1200 17th Street, #1700, Denver, Colorado 80202

The signature(s) of each incorporator: Samuel David Cheris

*Fee is subject to change and should be confirmed before filing.

COMP. CHD. MRA

MERGER XX CONSOLIDATION _____
CANCELLATION OF LIMITED PARTNERSHIP DUE TO MERGER _____
DOMESTIC X FOREIGN _____ PROFIT _____ NONPROFIT X

CHANGE OF NAME

THE UNITED STATES FENCING ASSOCIATION
(Pennsylvania Nonprofit Corporation - Not Qualified)

into

USFA, INC. DN921116032
(Colorado Nonprofit Corporation)

The survivor.

CHANGING IT'S NAME TO: UNITED STATES FENCING ASSOCIATION

Directors and Officers

The officers and directors of the Corporation in office immediately prior to the Effective Time of the Merger shall continue as the officers and directors of the Surviving Corporation until their successors are elected and qualified.

Effect of Merger

(a) At the Effective Time of the Merger, all the property, real, personal and mixed, and all the rights, privileges, immunities, powers, purposes and franchises, of a public as well as of a private nature, patents, licenses, trademarks, registrations and causes of action of each of the Constituent Corporations, all debts due on whatever account, and all other things and action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations shall continue or be taken and deemed to be transferred to, vest in or devolve upon the Surviving Corporation, without further act or deed; and any title to any real estate or any interest therein, whether vested by deed or otherwise in either of the Constituent Corporations, shall not revert or be impaired in any way by reason of the Merger.

(b) The Surviving Corporation shall thenceforth assume and be liable for all the debts, liabilities, obligations, duties and penalties of each of the Constituent Corporations, and all said debts, liabilities, obligations, duties and penalties shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, duties and penalties had been incurred or contracted by it. No liability or obligation due at the Effective Time of the Merger, or then to become due, or any claim or demand for any cause then existing against either of the Constituent Corporations, or any member, officer or director of either of them, shall be released or impaired by the Merger, and all rights of creditors and all liens upon the property of either of the Constituent Corporations shall be preserved unimpaired.

ARTICLE II

USFA has one member which approved the Agreement and Plan of Merger pursuant to a unanimous consent to action. The members of the Corporation approved the Agreement and Plan of Merger by the unanimous vote of the members present, in person or by proxy, at the annual meeting of the Corporation held June 13, 1992, at which a quorum was present.

ARTICLE III

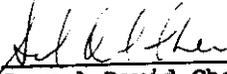
The Surviving Corporation shall not do business in the Commonwealth of Pennsylvania and shall maintain its registered office in Colorado at 1200 17th Street #1700, Denver, CO 80202-5817 and the registered agent shall be Samuel David Cheris.

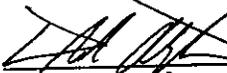
ARTICLE IV

The approval of the Plan of Merger by each constituent corporation was duly authorized by all actions required by the laws under which it was incorporated or organized and by its constituent documents.

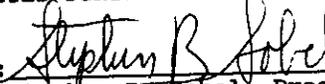
IN WITNESS WHEREOF, the Corporation and USFA have caused these Articles of Merger to be executed, as of the date first above written.

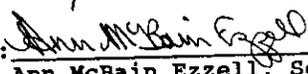
USFA, INC.

By: 
Samuel David Cheris, President

By: 
Donald W. Alperstein, Secretary

UNITED STATES FENCING ASSOCIATION

By: 
Stephen B. Sobel, President

By: 
Ann McBain Ezzell, Secretary

CHANGE OF NAME

931037518 \$60.00

NONPROFIT

ARTICLES OF MERGER

SOS 04-08-93 08:30

Pursuant to the provisions of Pennsylvania Non Profit Corporation Act and the Colorado Non Profit Corporation Code, the undersigned corporations hereby adopt these Articles of Merger for the purpose of merging The United States Fencing Association, a Pennsylvania nonprofit corporation ("Corporation"), and USFA, Inc., a Colorado nonprofit corporation ("USFA") into a single corporation: *9211160*

ARTICLE I

PLAN OF MERGER

This Plan of Merger, dated November 30, 1992, is among the Corporation and USFA.

Constituent Corporations

The corporations to be merged are the Corporation and USFA.

Surviving Corporation

USFA shall continue its corporate existence under the laws of the State of Colorado and be the Surviving Corporation, under the name of United States Fencing Association.

Effective Time of Merger

The term "Effective Time of the Merger" as used in this Agreement shall mean the later of the dates upon which the Articles of Merger referred to in Section 1.1 hereof are filed with the Secretary of State of the State of Colorado and the Secretary of State of Pennsylvania.

Articles of Incorporation

The Articles of Incorporation of USFA, as in effect at the Effective Time of the Merger, as amended hereby (name change), shall continue as the Articles of Incorporation of the Surviving Corporation until thereafter amended.

Bylaws

The Bylaws of the Corporation, as in effect at the Effective Time of the Merger, shall continue as the Bylaws of the Surviving Corporation until thereafter amended.

TR

COMPUTER UPDATE COMPLETE
JM

COMP. CHD. LIP