

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREAT FALLS BASKETBALL, INC.

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia (the "Act"), hereby executes the following Amended and Restated Articles of Incorporation

ONE: The name of the corporation is Great Falls Basketball, Inc. (the "Corporation").

TWO: The Corporation is a nonprofit organization organized and operated exclusively for charitable and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purposes for which the Corporation is formed are to develop, promote and govern a youth basketball program for children under the age of 18 in which the attainment of exceptional athletic skill or the winning of games is secondary, and the education and molding of future citizens is of prime importance. In addition, the Corporation shall be permitted to raise charitable funds and other donations to enable the Corporation to make grants to organizations organized for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code and to individuals provided that such grants to individuals further charitable purposes within the meaning of Section 170(c)(2)(B) of the Code. Finally, and to the extent not inconsistent with Section 501(c)(3) of the Code, the Corporation is empowered to do such acts and carry on such business as may be permitted by nonprofit corporations under the Act and other laws of the Commonwealth of Virginia and the United States in order to accomplish the above purposes.

THREE: The Board of Directors shall manage the affairs of the Corporation and shall be elected by the Regular Members of the Corporation. The number and qualifications of directors shall be as set forth in the Bylaws. Directors shall serve three (3) year terms, which terms shall be staggered in accordance with the Bylaws.

FOUR: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, 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 in these Articles. 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 or intervene in any political campaign on behalf of (or

in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from taxation under Section 501(c)(3) of the Code, or the corresponding provision of any subsequent United States Internal Revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FIVE: The Corporation shall be a membership corporation. The members shall be divided into three classes: Regular Members, Player Members and Family Members. The conditions of membership for each class of members in the Corporation and the rights and powers of each class of members shall be as set forth in the Bylaws of the Corporation. Only Regular Members shall have voting rights, which rights are set forth in the Bylaws and include the right to elect directors.

SIX: In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they, in the exercise of any absolute and uncontrolled discretion, may by a majority vote determine; provided, however, that such disposition shall be calculated as to carry out the objects and purposes for which the Corporation is formed and only such objects and purposes; provided, however, that the recipients of such disposition shall be limited exclusively to the federal, state or local government exclusively for public purposes, or to any organization which, at the time of disposition, is exempt from tax under Section 501(c)(3) of the Code, or the corresponding provision of any subsequent United States Internal Revenue law. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County of Fairfax, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVEN: To the fullest extent permissible under state law, each person who is now or hereafter a director, officer, employee or volunteer of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be a party by reason of his being or having been a director, officer, employee, or volunteer (whether or not a director, officer, employee, or volunteer at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director, officer, employee, or volunteer. The indemnification shall be made only if the Corporation shall be advised by the Board of the Corporation, or by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director, officer, employee, or volunteer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification

shall not be deemed exclusive of any rights to which he or she may be entitled under any by-law, agreement, or otherwise.

Executed in the name of the Corporation this 4th day of February, 2008:

By: Billy White

Name: Billy White

Title: Commissioner/President

SCC ID: 0567283-7

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 5, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of
Great Falls Basketball, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

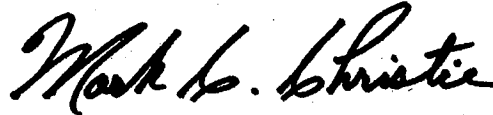
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective March 5, 2008.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner