ARTICLES OF INCORPORATION

OF

USA FOOTBALL

The undersigned, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act, hereby certifies:

FIRST: NAME. The name of the corporation is USA FOOTBALL.

SECOND: STOCK AND MEMBERSHIP. The corporation shall have no capital stock and no authority to issue capital stock. The corporation shall have no members.

THIRD: INITIAL REGISTERED OFFICE AND AGENT. The address of the initial registered office of the corporation, which is identical to the business office of the initial registered agent, is 4701 Cox Road, Suite 301, Glen Allen, VA 23060-6802, in the County of Henrico, and the name of the initial registered agent of the corporation at that address is Commonwealth Legal Services Corporation, a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

FOURTH: PURPOSES. The corporation is a non-stock, nonprofit corporation, and it is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involves the provision of athletic facilities or

equipment, unless the corporation, at the time it fosters such national or international amateur sports competition, is not subject to the limitation on the provision of athletic facilities or equipment by reason of being classified by the IRS as a charitable or educational organization), or for the prevention of cruelty to children or animals, all within the meaning of sections 170(c)(2) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the "Code").

(b) In furtherance of such purposes, the corporation shall give preference to developing and supporting programs, participatory or otherwise, promoting youth participation in football, for the purpose of using football as a platform for development of the individual. The corporation's activities may include, but shall not be limited to, (1) educating and training young players and coaches, officials, volunteers, and health staff involved with youth football, (2) collecting, developing, and disseminating information and other educational material to participatory football program operators (such as Pop Warner) and to the general public, and advocating on behalf of youth football, (3) facilitating and encouraging relationships and communication among other charitable and educational organizations promoting youth participation in football, (4) researching, developing, and promulgating "best practices" rules, operating and safety guidelines, and coaching standards for youth football, (5) making grants for research in areas such as safety, health, equipment, and technology relating to youth football, (6) making awards for excellent playing, coaching, officiating, and other forms of support of youth football, (7) establishing tournaments, exhibition games, and other forms of competition to promote awareness among the general public of the value and benefits of youth participation in football, (8) studying and analyzing, and publicizing or otherwise

communicating, studies, analyses, and recommendations relating to public policies and other social issues impacting youth participation in football, (9) chartering youth football leagues, (10) offering certification seminars and other educational courses relating to youth football, (11) supporting fund raising efforts of charitable and educational organizations promoting youth football, (12) seeking to raise funds for the corporation's tax-exempt purposes, including but not limited to licensing the name of the corporation and seeking sponsorship revenue (for itself and for other charitable and educational organizations promoting youth football) from other entities, (13) seeking to lessen the costs of youth participation in football, including but not limited to seeking to negotiate reduced charges for services and goods involved in promoting youth football, and (14) otherwise engaging in activities that facilitate and promote youth participation in football.

FIFTH: POWERS. In order to facilitate the fulfillment of its purposes, the corporation shall have and may exercise all powers available to corporations under the Virginia Nonstock Corporation Act, as the same now exists or may hereafter be amended. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any activity, exercise any power or do any act that a corporation formed under the Virginia Nonstock Corporation Act, as the same now exists or may hereafter be amended, may not at the time lawfully carry on or do.

Without limiting the powers the corporation may lawfully exercise, the corporation shall have the power to take and receive funds from the Government of the United States, state and local governments, charitable, educational or other nonprofit organizations (including but not limited to foundations), profit-making corporations and individuals.

SIXTH: BOARD OF DIRECTORS. Except as otherwise provided by law or in any Bylaw of the corporation, the affairs of the corporation shall be managed by a Board of Directors. The number of directors shall initially be five (5) and shall thereafter be increased, in one or more stages in the sole discretion of the Board of Directors, to a target number of fifteen (15), in order to encompass a diversity of experiential backgrounds. Except for the directors named in these Articles as constituting the initial Board of Directors, directors shall be elected or appointed annually at a meeting of the Board of Directors as follows:

Three (3) directors shall be appointed by the National Football League (the "NFL");

Three (3) directors shall be appointed by the National Football League Players Association (the "NFLPA");

Up to nine (9) directors shall be elected by the directors then in office (including but not limited to the directors appointed by the NFL and the NFLPA) from the following constituencies in the discretion of the Board of Directors: from grass roots football organizations, from among individuals with significant football coaching, officiating, or playing experience, from the business community, and from among individuals with significant government-related experience. It is the hope and intention of the corporation that the elected directors shall be rotated on a regular basis in order to allow the broadest possible participation on the Board of Directors of the many stakeholders interested in promoting youth participation in football.

At no time, including but not limited to any time before the Board is increased to fifteen (15) directors as provided above, shall the number of NFL directors or the number of

NFLPA directors consist of less than twenty percent (20%) of the Board of Directors respectively. Amendments to these Articles shall ensure that each of the NFL and the NFLPA retains at least one-fifth of the total votes on the Board of Directors.

SEVENTH: INITIAL DIRECTORS. The powers of the incorporator shall terminate upon the filing of these Articles. The number of directors constituting the initial Board of Directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors, until their successors have been elected and qualify, are:

Paul Tagliabue
Commissioner
National Football League
280 Park Avenue
New York, NY 10017

Joe Browne
Executive Vice President
National Football League
280 Park Avenue
New York, NY 10017

Gene Upshaw
Executive Director
National Football League Players Association
2021 L Street, N.W.
Washington, D.C. 20036

Douglas Allen
Assistant Executive Director
National Football League Players Association
2021 L Street, N.W.
Washington, D.C. 20036

Jon Butler
Executive Director
Pop Warner Little Scholars, Inc.

586 Middletown Blvd.
Suite C-100
Langhorne, PA 19047

EIGHTH: INCORPORATOR. The name and address, including street and number, of the incorporator are:

Kevin Shortill
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

NINTH: RESTRICTIONS AND LIMITATIONS. (a) The corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in section 501(c)(3) of the Code, contributions to which are deductible for Federal income tax purposes.

(b) The corporation shall not be conducted or operated for profit, and no part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, any of its incorporator, 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 Article FOURTH hereof.

(c) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Neither the whole, nor any part or portion, of the net earnings or assets of the corporation shall be used, nor shall the corporation ever be organized or operated, for purposes other than those stated in Article FOURTH hereof.

(e) If the corporation shall during any period be treated as a private foundation as defined in section 509(a) of the Code, the corporation shall during any such period:

(1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

(2) not engage in an act of self-dealing as defined in section 4941(d) of the Code;

(3) not retain any excess business holdings as defined in section 4943(c) of the Code;

(4) not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

(5) not make any taxable expenditures as defined in section 4945(d) of the Code.

TENTH: To the fullest extent permitted by the Virginia Nonstock Corporation Act, as the same now exists or may hereafter be amended, no director, officer, employee or agent of the corporation shall be liable for damages in any proceeding brought by or in the right of the corporation, provided, however, that such relief from liability shall not apply in

any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code.

ELEVENTH: The corporation shall indemnify each director, officer, employee or agent of the corporation who is a natural person, and/or his or her estate or personal representatives, by reason of the fact that he or she is or was serving in such capacity for the corporation, to the fullest extent permitted by the Virginia Nonstock Corporation Act, as the same now exists or may hereafter be amended, against all expenses (including attorneys' and other experts' fees and disbursements), judgments, fines and amounts actually and reasonably incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, arising from, or in connection with, his or her serving the corporation. The corporation may extend funds, upon the request of a director, officer, employee or agent, to cover the anticipated reasonable costs of defending against any actual or threatened action, suit or proceeding to which he or she would be entitled to indemnity hereunder. Notwithstanding anything to the contrary herein, a director, officer, employee or agent shall not be entitled to indemnity, extension of funds or release from liability in any instance when (1) such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code, (2) such person breached his or her duty of loyalty to the corporation, (3) such person's acts or omissions involved intentional misconduct, (4) in the case of any criminal proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful or (5) such person derived improper personal benefit from the transaction.

TWELFTH: AMENDMENT. The Board of Directors shall have the right to amend any provision contained in these Articles of Incorporation or in the Bylaws of the corporation in the manner now or hereafter provided by law, provided that any such amendment shall be consistent with the requirements of section 501(c)(3) of the Code.

THIRTEENTH: LIQUIDATION. In the event of the termination, dissolution or winding up of the corporation in any manner or for any reason whatsoever, its remaining net assets, if any, shall be distributed to the NFL Youth Football Fund, a District of Columbia nonprofit corporation, if such corporation then qualifies under section 501(c)(3) of the Code or, if such corporation does not so qualify, exclusively for one or more of the purposes stated in Article FOURTH hereof in such manner, or to one or more organizations then described in section 501(c)(3) of the Code, as the Board of Directors shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the directors or officers of the corporation or any other private individual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 6th day of December, 2002.

Kevin Shortill

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 9, 2002

The State Corporation Commission has found the accompanying articles submitted on behalf of

USA FOOTBALL

to comply with the requirements of law, and confirms payment of all required fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective December 9, 2002.

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 T. V. Morrison

Commissioner

CORPACPT
CIS0352
02-12-09-0607

Commonwealth of Virginia

State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of USA FOOTBALL on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.

Signed and Sealed at Richmond on this Date:
December 18, 2002

Joel H. Peck, Clerk of the Commission

CIS0316