



NATIONAL FEDERATION
OF MIDDLE SCHOOL SPORTS
NFMSS

ARTICLES OF INCORPORATION

In Time of Need Incorporated

Owner & Operator of the National Federation of Middle School Sports (NFMSS)

Establishing the legal and operational foundation for the advancement of middle school athletics under the ownership of In Time of Need Incorporated

Document Type Articles of Incorporation	Parent Organization In Time of Need Inc.	Tax Status 501(c)(3) Nonprofit	Founder / Chairman Dorian Williams
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FOUNDATIONAL OWNERSHIP & GOVERNANCE NOTICE

NFMSS Ownership: The National Federation of Middle School Sports (NFMSS) is wholly owned and managed by In Time of Need Incorporated, a 501(c)(3) nonprofit organization. NFMSS is not an independently incorporated entity.

USPTO Trademark: The NFMSS name, abbreviation, logo, and all associated marks are registered trademarks of In Time of Need Incorporated with the United States Patent and Trademark Office (USPTO).

Managing Board: The Board of Directors of In Time of Need Incorporated is the

managing board of NFMSS. NFMSS does not have its own independent Board of Directors.

Executive Advisory Committee: NFMSS operates under an Executive Advisory Committee (EAC) whose role is strictly advisory. The EAC does not govern NFMSS and holds no authority to make binding decisions.

Founder & Perpetual Leadership: Dorian Williams, founder of In Time of Need Incorporated, is the Chairman of the Board, CEO/President of In Time of Need Incorporated, and Chairperson of the NFMSS Executive Advisory Committee. All three positions are perpetual and irrevocable.

Perpetual CEO/President: The position of CEO/President of In Time of Need Incorporated is perpetual and cannot be removed by the Board. The position of Chairperson of the NFMSS Executive Advisory Committee is perpetual and the EAC holds no vote for the removal of the Chairperson.

PREAMBLE

We, the undersigned incorporator, acting in accordance with the nonprofit corporation laws of the State of incorporation, hereby establish In Time of Need Incorporated for the purposes set forth herein. In Time of Need Incorporated is the parent organization that owns, operates, and manages the National Federation of Middle School Sports (NFMSS) — a program and registered trademark of In Time of Need Incorporated, registered with the United States Patent and Trademark Office (USPTO).

These Articles of Incorporation represent the foundational legal charter of In Time of Need Incorporated. They shall serve as the supreme governing instrument over all activities of In Time of Need Incorporated, including its ownership and operation of NFMSS. All bylaws, policies, EAC recommendations, and operational procedures adopted in connection with NFMSS must be consistent with and subordinate to these Articles.

Dorian Williams, as founder of In Time of Need Incorporated, holds the positions of Chairman of the Board, CEO/President of In Time of Need Incorporated, and Chairperson of the NFMSS Executive Advisory Committee on a perpetual basis. These positions are irrevocable and cannot be altered, suspended, or terminated by any vote, resolution, or action of any board, committee, member body, or external party.

Non-Affiliation and Trademark Notice

The National Federation of Middle School SportsSM, also known as NFMSSSM, is an independent organization serving middle school athletics, student-athletes, schools, athletic directors, coaches, officials, parents, and communities.

NFMSS is not affiliated with, sponsored by, endorsed by, operated by, or officially connected to the National Federation of State High School Associations, NFHS, any NFHS member state association, or any other third-party athletic organization unless such relationship is expressly stated in a written

Non-Affiliation and Trademark Notice

agreement or formal public announcement by NFMSS.

The names National Federation of Middle School SportsSM and NFMSSSM, along with NFMSS logos, programs, championship names, event titles, publications, digital platforms, and related brand assets, are owned, used, or claimed by The National Federation of Middle School Sports and may not be used without prior written permission.

All third-party names, logos, trademarks, service marks, and organization names are the property of their respective owners. Any reference to a third party is for informational or identification purposes only and does not imply endorsement, sponsorship, affiliation, authorization, or partnership.

NFMSS reserves all rights to protect and enforce its name, marks, materials, content, and brand identity.

ARTICLE I — NAME

The legal name of this Corporation is:

In Time of Need Incorporated

The Corporation owns and operates the National Federation of Middle School Sports under the registered trademark:

National Federation of Middle School Sports (NFMSS)

The NFMSS name, abbreviation, logo, and all associated marks are registered trademarks of In Time of Need Incorporated with the United States Patent and Trademark Office (USPTO). Unauthorized use of any NFMSS trademark by any person, school, or organization — including former member schools — constitutes trademark infringement and will be pursued through all available legal remedies.

The Corporation may also conduct its affairs and transact business under any assumed name or trade name as permitted by applicable state law and as authorized by the Chairman/CEO. Any assumed name must not mislead the public as to the nature or identity of the Corporation.

ARTICLE II — PURPOSE

2.1 Primary Charitable & Educational Purpose

In Time of Need Incorporated is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall operate in a manner consistent with its 501(c)(3) status at all times, and no activity shall be undertaken that would jeopardize that status.

As the owner and operator of NFMSS, the Corporation's primary vehicle for fulfilling its charitable and educational mission is the promotion, governance, and advancement of middle school athletics for students in grades 6 through 8 across the United States.

2.2 Specific Organizational Purposes

- Own, operate, and develop the National Federation of Middle School Sports (NFMSS) as a registered trademark program of In Time of Need Incorporated
- Promote ethical standards, fair competition, and excellence in interscholastic athletics at the middle school level
- Support the development, recognition, and sustainability of middle school athletic programs nationwide
- Provide professional development, educational resources, and leadership opportunities for athletic administrators, coaches, and officials
- Organize, govern, and oversee sanctioned athletic competitions, tournaments, and events in compliance with NFMSS rules and standards
- Award scholarships, honors, and public recognition to qualifying student-athletes who demonstrate athletic merit, academic achievement, and exemplary character
- Advance equitable opportunities for participation, visibility, and long-term development in middle school sports across all demographics
- Collaborate with accredited schools, educational institutions, government entities, and nonprofit organizations to expand student athletic opportunities
- Protect and enforce the NFMSS trademarks registered with the USPTO

2.3 Limitation to Stated Purposes

The Corporation shall not carry out any activity that falls outside the scope of its stated charitable and educational purposes. Any expansion or modification of purpose shall require a formal amendment to these Articles in accordance with Article XI.

ARTICLE III — NONPROFIT STATUS

3.1 Nonprofit Declaration

In Time of Need Incorporated is organized and shall be operated exclusively as a nonprofit organization. It shall not be operated for the private gain, profit, or financial benefit of any individual, director, officer, member, employee, or other private person affiliated with the Corporation or with NFMSS.

3.2 Prohibition on Private Inurement

No part of the net earnings, revenues, assets, or profits of the Corporation — including any revenues generated through NFMSS programs, events, membership fees, sanctioning fees, or trademark licensing — shall inure to the benefit of, or be distributable to, any of the following:

- Members of the Board of Directors of In Time of Need Incorporated
- Officers or employees of In Time of Need Incorporated or NFMSS

- Members of the NFMSS Executive Advisory Committee
- Members of any class of membership
- Any individual with a personal or familial relationship to Corporation leadership

This prohibition shall not prevent the Corporation from paying reasonable compensation for services actually rendered, reimbursing documented business expenses, or making distributions in furtherance of the Corporation's stated exempt purposes.

3.3 Asset Dedication

All assets of In Time of Need Incorporated — including the NFMSS trademark, brand assets, programs, financial holdings, real property, and any other resources — are irrevocably dedicated to the Corporation's exempt purposes as stated in Article II. No asset may be diverted to private use, sold below fair market value to an insider, or otherwise used in a manner that conflicts with the Corporation's exempt status.

LEGAL NOTE: Any transaction between In Time of Need Incorporated and a related party (director, officer, key employee, EAC member, or family member thereof) must be reviewed and approved by disinterested directors in accordance with the Corporation's Conflict of Interest Policy.

ARTICLE IV — LIMITATIONS ON ACTIVITIES

4.1 Prohibition on Legislative Lobbying

No substantial part of the activities of In Time of Need Incorporated — including activities conducted through NFMSS — shall consist of carrying on propaganda or otherwise attempting to influence legislation, as defined under Section 501(c)(3) of the Internal Revenue Code. The Corporation may engage in insubstantial lobbying activity directly related to its exempt purposes only.

4.2 Prohibition on Political Campaign Activity

In Time of Need Incorporated and NFMSS shall not participate in, intervene in, publish, or distribute any statement on behalf of or in opposition to any candidate for public office at the federal, state, or local level. This prohibition applies to all activities of the Corporation and NFMSS, including:

- Endorsements of political candidates
- Financial contributions to political campaigns or political action committees
- Distribution of campaign literature or voter guides that favor a candidate
- Public statements by officers, directors, or EAC members acting in their official capacity that express support for or opposition to a candidate

WARNING: Violation of the political campaign prohibition under IRC §501(c)(3) may result in revocation of In Time of Need Incorporated's tax-exempt status, affecting all NFMSS operations. Officers and EAC members must consult legal counsel before engaging in any potentially political activity.

ARTICLE V — MEMBERSHIP

5.1 Authority to Establish Membership

In Time of Need Incorporated is authorized to establish one or more classes of membership for schools, organizations, or individuals who wish to formally affiliate with NFMSS. Membership in NFMSS is a privilege granted by In Time of Need Incorporated. The existence, structure, and terms of membership shall be governed by the Corporation's bylaws and NFMSS Compliance Handbook, as approved and amended by the Board of Directors of In Time of Need Incorporated under the authority of Chairman/CEO Dorian Williams.

5.2 Membership Classes

Membership Class	Eligible Entities	Voting Rights	Annual Fee
Full Member School	Accredited middle schools	Yes — 1 vote per school	As set by In Time of Need Inc. Board
Associate Member	Non-accredited / provisional schools	No voting rights	Reduced rate
Affiliate Member	Educational orgs & nonprofits	Advisory only	As set by Board
Honorary Member	Distinguished contributors	No voting rights	Waived
Founding Member	Charter member schools	Yes — enhanced standing	Grandfathered rate

5.3 Trademark License Granted to Member Schools

Active member schools in good standing are granted a limited, non-exclusive, non-transferable license to use the NFMSS name and approved marks solely in connection with their participation in NFMSS-sanctioned activities. This license:

- Is granted by In Time of Need Incorporated as trademark holder
- Does not constitute any transfer of ownership of the NFMSS trademark
- Terminates automatically and immediately upon expiration, suspension, or revocation of membership
- Does not survive termination of membership in any form

- May be revoked at any time by In Time of Need Incorporated for misuse or misrepresentation

5.4 Termination of Membership

Membership may be terminated voluntarily by written notice to In Time of Need Incorporated, or involuntarily by the Board of Directors of In Time of Need Incorporated for cause, including material violation of NFMSS rules, failure to pay dues, or conduct detrimental to the Corporation's mission. Involuntary termination is subject to the appeal process established in the NFMSS bylaws.

ARTICLE VI — GOVERNANCE

6.1 Governing Authority — In Time of Need Incorporated Board of Directors

The affairs, property, and operations of In Time of Need Incorporated — and all NFMSS programs operated thereunder — shall be managed by the Board of Directors of In Time of Need Incorporated. The Board serves as the managing board of NFMSS. NFMSS does not have its own independent Board of Directors. All governance decisions of consequence regarding NFMSS — including amendments to governing documents, financial oversight, major contracts, and disciplinary matters — are the exclusive province of In Time of Need Incorporated's Board of Directors.

6.2 Founder & Perpetual Leadership of Dorian Williams

Dorian Williams, as founder of In Time of Need Incorporated, holds the following positions on a permanent, perpetual basis:

Position	Held By	Organization / Body	Tenure
Chairman of the Board	Dorian Williams	In Time of Need Incorporated	Perpetual — irrevocable
CEO / President	Dorian Williams	In Time of Need Incorporated	Perpetual — cannot be removed by Board
Chairperson, Executive Advisory Committee	Dorian Williams	NFMSS Executive Advisory Committee	Perpetual — EAC has no removal vote

These positions are irrevocable. No vote, resolution, petition, or action by the Board of Directors, any committee, any member school, or any other party has the authority to remove, suspend, diminish, or override the authority of Dorian Williams in any of these capacities. The CEO/President position specifically cannot be removed by the Board of Directors. The Chairperson of the NFMSS Executive Advisory Committee specifically cannot be removed by the EAC, as the EAC holds no vote for removal of the Chairperson.

PERPETUAL AUTHORITY: *The positions of Chairman of the Board, CEO/President of In Time of Need Incorporated, and Chairperson of the NFMSS Executive Advisory Committee are held perpetually by Dorian Williams. These are permanent, founder-designated positions that cannot be altered or revoked by any board vote, EAC action, membership resolution, or any other mechanism.*

6.3 NFMSS Executive Advisory Committee

NFMSS operates under an Executive Advisory Committee (EAC). The EAC's role is strictly advisory — it exists to provide expert guidance, perspectives, and recommendations to support the Chairperson and NFMSS leadership. The EAC does not hold governing authority over NFMSS. Specifically:

- The EAC may recommend but not govern — all final decisions rest with the Chairperson or the Board of Directors of In Time of Need Incorporated
- The EAC has no authority whatsoever to remove, censure, restrict, or take any action affecting the Chairperson (Dorian Williams). The EAC holds no vote for removal of the Chairperson
- The EAC has no authority to amend these Articles or the NFMSS bylaws, enter into contracts, or commit financial resources without express authorization from the Chairperson or In Time of Need Incorporated's Board
- EAC members serve at the pleasure of the Chairperson and may be appointed or removed by the Chairperson at any time

6.4 Governance Structure Summary

Governing Body	Role Relative to NFMSS	Authority Level	Chaired By
Board of Directors — In Time of Need Inc.	Managing board of NFMSS; supreme governance authority	Binding — all major decisions	Chairman Dorian Williams
CEO / President — In Time of Need Inc.	Executive leadership over all NFMSS programs and operations	Perpetual executive authority	Dorian Williams (perpetual)
NFMSS Executive Advisory Committee (EAC)	Advisory body only — recommends, does not govern	Advisory — no binding authority	Chairperson Dorian Williams (perpetual)
Treasurer	Financial oversight and reporting	As delegated by CEO/Chairman	Appointed by Chairman
Secretary	Records, compliance, official minutes	As delegated by CEO/Chairman	Appointed by Chairman

6.5 Board Responsibilities

The Board of Directors of In Time of Need Incorporated, as managing board of NFMSS, holds the following responsibilities:

- Setting the strategic direction and long-term vision of In Time of Need Incorporated and NFMSS
- Adopting, amending, and enforcing bylaws, policies, and standing rules governing NFMSS
- Approving the annual operating budget and overseeing financial stewardship of all NFMSS revenues and assets
- Protecting and enforcing NFMSS trademarks registered with the USPTO
- Ensuring In Time of Need Incorporated's full compliance with applicable laws and its 501(c)(3) obligations
- Reviewing and approving major contracts, transactions, and organizational changes affecting NFMSS

6.6 Conflict of Interest

All directors, officers, EAC members, and key employees of In Time of Need Incorporated and NFMSS are required to adhere to the Corporation's Conflict of Interest Policy, which shall be adopted by the Board and reviewed annually. Any individual with a material conflict of interest in a matter before the Board must disclose that interest and recuse themselves from voting on that matter.

ARTICLE VII — REGISTERED OFFICE & AGENT

7.1 Registered Office

In Time of Need Incorporated shall continuously maintain a registered office within the State of incorporation, as required by the nonprofit corporation laws of that State. The registered office must be a physical address — not a P.O. Box — located within the State, and shall serve as the official address for all legal and governmental correspondence related to In Time of Need Incorporated and its NFMSS operations.

7.2 Registered Agent

The Corporation shall designate and continuously maintain a registered agent at the registered office. The registered agent must be either:

- An individual resident of the State of incorporation who has consented to serve in that capacity, or
- A business entity authorized to act as a registered agent under the laws of the State of incorporation

The registered agent is authorized to accept service of process, legal notices — including any trademark-related legal notices pertaining to NFMSS — and official government correspondence on behalf of In Time of Need Incorporated.

7.3 Changes to Registered Office or Agent

Any change in the registered office address or registered agent must be reported to the appropriate State authority in accordance with applicable State law. The Chairman/CEO (Dorian Williams) must be notified of any such change immediately, and the Board of Directors must be notified within 10 business days.

COMPLIANCE NOTE: *Failure to maintain a current registered agent or registered office may result in administrative dissolution of In Time of Need Incorporated by the State, which would affect all NFMSS operations and trademark holdings. The CEO/President is responsible for ensuring continuity of registered agent services.*

ARTICLE VIII — INCORPORATOR

8.1 Incorporator Identification

The incorporator of In Time of Need Incorporated is Dorian Williams, whose name, address, and signature are filed with the appropriate State authority at the time of incorporation, in accordance with applicable State nonprofit corporation law. As founder and incorporator, Dorian Williams established the governance structure of In Time of Need Incorporated, including the perpetual nature of his positions as Chairman of the Board, CEO/President, and Chairperson of the NFMSS Executive Advisory Committee.

8.2 Authority of Incorporator

As incorporator, Dorian Williams has established by these Articles that:

- The position of CEO/President of In Time of Need Incorporated is perpetual and cannot be removed by the Board of Directors
- The position of Chairperson of the NFMSS Executive Advisory Committee is perpetual and the EAC holds no vote for removal of the Chairperson
- NFMSS is owned and managed by In Time of Need Incorporated and is not an independently governed entity
- The NFMSS name and marks are registered trademarks of In Time of Need Incorporated with the USPTO
- The Board of Directors of In Time of Need Incorporated serves as the managing board of NFMSS
- NFMSS operates under an Executive Advisory Committee whose role is advisory, not governing

Upon the election of the initial Board of Directors and their acceptance of office, the incorporator's administrative formation authority shall terminate. However, the perpetual governance positions of Dorian Williams as established herein remain fully in effect and are not affected by that transition.

ARTICLE IX — DISSOLUTION

9.1 Voluntary Dissolution

In Time of Need Incorporated may be dissolved voluntarily by a two-thirds (2/3) affirmative vote of the entire Board of Directors, under the authority of Chairman/CEO Dorian Williams, followed by any member approval or state regulatory steps required by applicable law. Because NFMSS is a program and trademark of In Time of Need Incorporated — not an independently incorporated entity — NFMSS cannot be dissolved independently. Any dissolution of In Time of Need Incorporated necessarily encompasses all NFMSS programs and operations.

9.2 Distribution of Assets Upon Dissolution

Upon dissolution, after payment of all legally enforceable obligations, all remaining assets — including NFMSS trademark rights, brand assets, financial holdings, and program assets — shall be distributed exclusively in accordance with IRC §501(c)(3):

Distribution Recipient	Condition	IRC Basis
Qualifying 501(c)(3) Organization	Primary preference	IRC §501(c)(3)
Federal Government	If no qualifying org available	Public purpose
State or Local Government	If no qualifying org available	Public purpose
Educational Institution	With In Time of Need Inc. Board approval	IRC §501(c)(3)

Under no circumstances shall any assets — including NFMSS trademark rights — be distributed to directors, officers, EAC members, employees, or any private individual upon dissolution, other than as settlement of bona fide obligations.

9.3 Trademark Disposition

The NFMSS trademarks registered with the USPTO shall, upon dissolution of In Time of Need Incorporated, be transferred to the designated 501(c)(3) successor organization in accordance with the dissolution plan approved by the Board. NFMSS trademark rights may not be abandoned, transferred to a private individual, or assigned to any non-qualifying organization.

ARTICLE X — INDEMNIFICATION

10.1 Scope of Indemnification

To the fullest extent permitted by the laws of the State of incorporation and applicable federal law, In Time of Need Incorporated shall indemnify, defend, and hold harmless each current and former director, officer, employee, authorized agent, and EAC member of In Time of Need Incorporated and NFMSS against any and all claims, demands, liabilities, losses, costs, and expenses — including reasonable attorneys' fees — arising out of or in connection with that person's service, provided that:

- The individual acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of In Time of Need Incorporated and NFMSS
- With respect to any criminal proceeding, the individual had no reasonable cause to believe their conduct was unlawful

10.2 Advancement of Expenses

The Corporation may advance expenses incurred in defending any proceeding prior to final disposition, provided the individual delivers a written undertaking to repay such advances if it is ultimately determined that they are not entitled to indemnification under applicable law.

10.3 Directors & Officers Insurance

In Time of Need Incorporated is authorized to purchase and maintain directors and officers (D&O) liability insurance covering directors, officers, EAC members, and agents of In Time of Need Incorporated and NFMSS against liabilities arising from their service, whether or not the Corporation has the power to indemnify such persons directly.

NOTE: *Indemnification does not cover willful misconduct, gross negligence, fraud, criminal acts, unauthorized trademark use, or conduct constituting a material breach of fiduciary duty to In Time of Need Incorporated.*

ARTICLE XI — AMENDMENTS

11.1 Authority to Amend

These Articles of Incorporation may be amended from time to time by the Board of Directors of In Time of Need Incorporated to reflect the Corporation's evolving mission, comply with changes in applicable law, or improve governance structure. No amendment may be proposed, adopted, or implemented by the NFMSS Executive Advisory Committee — the EAC's role is advisory only and does not extend to the governance of In Time of Need Incorporated's Articles.

11.2 Amendment Procedure

1. A written proposal for amendment must be submitted to the Chairman/CEO (Dorian Williams) or the Board Chair
2. The proposal must be placed on the agenda of a regular or special Board meeting with no less than 14 days' advance notice to all directors
3. Approval requires a two-thirds (2/3) affirmative vote of all sitting Board members of In Time of Need Incorporated
4. Where required by State law, member approval must be obtained by the same supermajority threshold
5. Approved amendments must be filed with the appropriate State authority before taking effect
6. Member schools must be notified of any substantive amendment within 30 days of its effective date

11.3 Absolute Restrictions on Amendments

No amendment to these Articles may, under any circumstances:

- Alter, diminish, suspend, or terminate the perpetual positions of Dorian Williams as Chairman of the Board, CEO/President, or Chairperson of the NFMSS Executive Advisory Committee
- Grant the NFMSS Executive Advisory Committee any governing authority over NFMSS or In Time of Need Incorporated
- Transfer ownership or control of NFMSS or the NFMSS USPTO trademarks away from In Time of Need Incorporated to any other party
- Alter the Corporation's exclusive dedication to charitable and educational purposes under IRC §501(c)(3)
- Authorize private inurement or the distribution of assets to insiders
- Enable political campaign activity or substantial lobbying in violation of the Corporation's tax-exempt status
- Conflict with applicable State nonprofit corporation law or federal tax law

ABSOLUTE RESTRICTION: *The perpetual nature of Dorian Williams's positions as Chairman, CEO/President, and EAC Chairperson — and the ownership of NFMSS by In Time of Need Incorporated — cannot be altered by any amendment, regardless of vote margin or the body proposing the change.*

FINAL STATEMENT & CERTIFICATION

These Articles of Incorporation establish the legal and operational foundation of In Time of Need Incorporated and its ownership and management of NFMSS

a registered trademark of In Time of Need Incorporated (USPTO).

All authority over NFMSS flows from In Time of Need Incorporated and its founder, Dorian Williams, whose positions as Chairman of the Board, CEO/President, and Chairperson of the NFMSS Executive Advisory Committee are perpetual and irrevocable. No board vote, EAC action, or any other mechanism can alter that authority.

The undersigned incorporator hereby certifies that:

- They are the founder of In Time of Need Incorporated and authorized to execute these Articles
- All statements contained herein are true and correct to the best of their knowledge and belief
- These Articles have been prepared in compliance with the nonprofit corporation laws of the State of incorporation
- In Time of Need Incorporated intends to operate exclusively within the scope of Section 501(c)(3) of the Internal Revenue Code
- The positions of Chairman of the Board, CEO/President, and NFMSS EAC Chairperson are established herein as perpetual founder positions held by Dorian Williams

SIGNATURES

By signing below, the incorporator affirms that the foregoing Articles of Incorporation of In Time of Need Incorporated are true and correct, that all governance provisions — including the perpetual positions of Dorian Williams — are duly established, and that they are fully authorized to execute this document.

**Dorian Williams — Incorporator, Chairman &
CEO/President, In Time of Need Inc.**

Date

**Dorian Williams — Chairperson, NFMSS Executive
Advisory Committee**

Date

Notary / Witness Signature

Date

In Time of Need Incorporated | Owner & Operator of NFMSS | NFMSS is a registered trademark of In Time of Need Incorporated (USPTO)

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