

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2016 calendar year, or tax year beginning , 2016, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization USA SOFTBALL, INC.		D Employer identification number 23-7132249
	Doing business as		E Telephone number (405) 425-3445
	Number and street (or P O box if mail is not delivered to street address)	Room/suite	
	2801 N.E. 50TH STREET OKLAHOMA CITY, OK 73111		G Gross receipts \$ 10,697,692.
F Name and address of principal officer CRAIG CRESS 2801 N.E. 50TH STREET OKLAHOMA CITY, OK 73111		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number	
J Website: WWW.TEAMUSA.ORG/USA-SOFTBALL		L Year of formation 1972 M State of legal domicile OK	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			

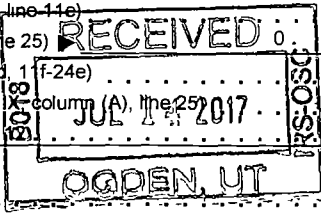
Part I Summary

1 Briefly describe the organization's mission or most significant activities: USA SOFTBALL IS THE NATIONAL GOVERNING BODY OF SOFTBALL IN THE UNITED STATES. FOR MORE INFORMATION SEE SCHEDULE O, GENERAL STATEMENT 1.

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	15.
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15.
5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)	5	137.
6 Total number of volunteers (estimate if necessary)	6	300.
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	172,222.
7b Net unrelated business taxable income from Form 990-T, line 34	7b	25,401.

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	108,358.	131,203.
	9 Program service revenue (Part VIII, line 2g)	8,373,752.	8,451,306.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	115,428.	110,039.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,829,118.	1,826,559.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	10,426,656.	10,519,107.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,861,174.	1,927,381.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	16b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,216,707.	8,161,953.	
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	10,077,881.	10,089,334.	
19 Revenue less expenses - Subtract line 18 from line 12	348,775.	429,773.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 8,319,382.	End of Year 9,075,978.
	21 Total liabilities (Part X, line 26)	662,414.	989,237.
	22 Net assets or fund balances - Subtract line 21 from line 20	7,656,968.	8,086,741.



Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: *Craig Cress* Date: July 08, 2017

CRAIG CRESS EXECUTIVE DIRECTOR

Paid Preparer Use Only

Print/Type preparer's name: STEPHANIE L STEWART Preparer's signature: *Stephanie Stewart* Date: 5/30/2017

Firm's name: KPMG LLP Firm's EIN: 13-5565207

Firm's address: 210 PARK AVE, SUITE 2650 OKLAHOMA CITY, OK 73102 Phone no: 405-239-6411

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2016)

SCANNED JUL 18 2017

945 W

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission

USA SOFTBALL IS THE NATIONAL GOVERNING BODY OF SOFTBALL IN THE UNITED STATES. FOR MORE INFORMATION SEE SCHEDULE O, GENERAL STATEMENT 1.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 5,775,805 including grants of \$) (Revenue \$ 6,645,971) MEMBERSHIP - SEE SCHEDULE O, GENERAL STATEMENT 2.

4b (Code) (Expenses \$ 1,559,506 including grants of \$) (Revenue \$ 1,300,696) HALL OF FAME STADIUM - HOSTS SOME OF THE BEST LOCAL, NATIONAL AND INTERNATIONAL SOFTBALL EVENTS IN THE WORLD. ANNUALLY, THE COMPLEX PLAYS HOST TO A WIDE VARIETY OF SOFTBALL EVENTS, INCLUDING THE NCAA WOMEN'S COLLEGE WORLD SERIES, STATE HIGH SCHOOL CHAMPIONSHIPS AND MANY USAS NATIONAL EVENTS. IT ALSO HOSTS UMPIRE TRAINING CLINICS AND SCHOOLS TO BETTER PREPARE UMPIRES.

4c (Code) (Expenses \$ 983,879 including grants of \$) (Revenue \$ 484,914) NATIONAL TEAMS - AS THE NATIONAL GOVERNING BODY OF SOFTBALL, USAS IS RESPONSIBLE FOR MAINTAINING, SELECTING AND TRAINING 4 USA NATIONAL SOFTBALL TEAMS FOR INTERNATIONAL COMPETITIONS. THESE ARE THE USA MEN'S AND JR. MEN'S FAST PITCH TEAMS AND THE USA WOMEN'S AND JR. WOMEN'S FAST PITCH TEAMS.

4d Other program services (Describe in Schedule O) (Expenses \$ 531,794 including grants of \$) (Revenue \$ 174,580)

4e Total program service expenses 8,850,984.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 19 regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

		Yes	No
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>		X
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question numbers (1a-14b), Yes, and No. Contains various tax compliance questions and their corresponding responses.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (15), 1b (15), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9. Marked 'Yes' for 2, 4, 5, 6, 7a, 8a, 8b, 9. Marked 'No' for 3, 7b, 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b. Marked 'Yes' for 10a, 10b, 11a, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a. Marked 'No' for 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed OK,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, address, and telephone number of the person who possesses the organization's books and records

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII.

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PHIL GUTIERREZ PAST PRESIDENT	1.00 2.00		X					0.	0.	0.
(2) WARREN JONES PRESIDENT	1.00 2.00		X					478.	0.	0.
(3) RODNEY COBB DIRECTOR	1.00 0.		X					478.	0.	0.
(4) TONY LAWS DIRECTOR	1.00 0.		X					478.	0.	0.
(5) DAVE PERSING DIRECTOR	1.00 0.		X					478.	0.	0.
(6) JOHN GOUVEIA DIRECTOR	1.00 0.		X					0.	0.	0.
(7) BILL PARKS DIRECTOR	1.00 0.		X					478.	0.	0.
(8) BEVERLY WILEY DIRECTOR	1.00 0.		X					0.	0.	0.
(9) ANDY DOOLEY DIRECTOR	1.00 0.		X					478.	0.	0.
(10) JOE PATTERSON DIRECTOR	1.00 0.		X					478.	0.	0.
(11) VALERIE ARIOTO DIRECTOR	1.00 0.		X					0.	0.	0.
(12) MICHELLE MOULTRIE DIRECTOR	1.00 0.		X					0.	0.	0.
(13) FRANK DEGROAT DIRECTOR	1.00 0.		X					0.	0.	0.
(14) SAM DUCATO DIRECTOR	1.00 0.		X					0.	0.	0.

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII. X

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a			
	b	Membership dues	1b			
	c	Fundraising events	1c			
	d	Related organizations	1d			
	e	Government grants (contributions)	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	131,203		
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f		131,203		
Program Service Revenue			Business Code			
	2a	MEMBERSHIP	711210	6,555,996	6,555,996	
	b	NATIONAL TEAMS	711210	484,914	484,914	
	c	HALL OF FAME STADIUM	711210	1,300,696	1,300,696	
	d	RENTAL INCOME	711210	89,975		24,975
	e	PUBLICATION INCOME	711210	19,725		19,725
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		8,451,306		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		120,000		120,000
	4	Income from investment of tax-exempt bond proceeds		0		
	5	Royalties		1,671,704		1,671,704
			(i) Real	(ii) Personal		
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)		0		
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
				10,000		
	b	Less cost or other basis and sales expenses		19,961		
	c	Gain or (loss)		-9,961		
	d	Net gain or (loss)		-9,961		-9,961
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a			
	b	Less direct expenses	b			
c	Net income or (loss) from fundraising events		0			
9a	Gross income from gaming activities See Part IV, line 19	a				
b	Less direct expenses	b				
c	Net income or (loss) from gaming activities		0			
10a	Gross sales of inventory, less returns and allowances	a	313,479			
b	Less cost of goods sold	b	158,624			
c	Net income or (loss) from sales of inventory		154,855	27,333	127,522	
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d		0			
12	Total revenue. See instructions		10,519,107	8,368,939	172,222	1,846,743

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	0.			
2 Grants and other assistance to domestic individuals See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	256,461.	173,412.	83,049.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	1,254,721.	1,040,291.	214,430.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	67,739.	53,528.	14,211.	
9 Other employee benefits	208,595.	161,734.	46,861.	
10 Payroll taxes	139,865.	115,999.	23,866.	
11 Fees for services (non-employees)				
a Management	0.			
b Legal	119,415.		119,415.	
c Accounting	68,695.		68,695.	
d Lobbying	0.			
e Professional fundraising services See Part IV, line 17.	0.			
f Investment management fees	0.			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	306,499.	86,030.	220,469.	
12 Advertising and promotion	636,353.	636,353.		
13 Office expenses	387,699.	225,069.	162,630.	
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	127,611.		127,611.	
17 Travel	332,333.	332,333.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	324,628.	324,628.		
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	378,529.	378,529.		
23 Insurance	2,693,005.	2,597,841.	95,164.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a HALL OF FAME COMPLEX	1,116,372.	1,116,372.		
b NATIONAL TEAMS EXPENSE	854,253.	854,253.		
c REGISTRATION COSTS	524,968.	524,968.		
d UBIT TAXES ACCRUED	5,334.	5,334.		
e All other expenses	286,259.	224,310.	61,949.	
25 Total functional expenses. Add lines 1 through 24e	10,089,334.	8,850,984.	1,238,350.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X.

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	3,190,478.	1	3,301,902.
	2 Savings and temporary cash investments	0.	2	0.
	3 Pledges and grants receivable, net	0.	3	0.
	4 Accounts receivable, net	616,378.	4	587,060.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	306,700.	8	391,132.
	9 Prepaid expenses and deferred charges	90,457.	9	177,888.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 10,157,974.		
	b Less accumulated depreciation	10b 6,487,081.	10c	3,670,893.
	11 Investments - publicly traded securities	0.	11	0.
	12 Investments - other securities See Part IV, line 11	166,427.	12	176,256.
	13 Investments - program-related See Part IV, line 11	0.	13	0.
	14 Intangible assets	0.	14	483,333.
	15 Other assets See Part IV, line 11	260,311.	15	287,514.
16 Total assets. Add lines 1 through 15 (must equal line 34)	8,319,382.	16	9,075,978.	
Liabilities	17 Accounts payable and accrued expenses	255,052.	17	521,994.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	304,239.	19	383,865.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0.	21	0.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	103,123.	25	83,378.
	26 Total liabilities. Add lines 17 through 25	662,414.	26	989,237.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	7,656,968.	27	8,086,741.
	28 Temporarily restricted net assets	0.	28	0.
	29 Permanently restricted net assets	0.	29	0.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	7,656,968.	33	8,086,741.	
34 Total liabilities and net assets/fund balances.	8,319,382.	34	9,075,978.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	10,519,107.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,089,334.
3	Revenue less expenses Subtract line 2 from line 1	3	429,773.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,656,968.
5	Net unrealized gains (losses) on investments	5	0.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	8,086,741.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII.

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public
Inspection

Name of the organization USA SOFTBALL, INC.	Employer identification number 23-7132249
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Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions) Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**.
Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization You must complete **Part IV, Sections A and B**.
 - b **Type II** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) You must complete **Part IV, Sections A and C**.
 - c **Type III functionally integrated**. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) You must complete **Part IV, Sections A, D, and E**.
 - d **Type III non-functionally integrated**. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) You must complete **Part IV, Sections A and D, and Part V**.
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations.
 - g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2016; 15 Public support percentage from 2015; 16a 33 1/3% support test - 2016; b 33 1/3% support test - 2015; 17a 10%-facts-and-circumstances test - 2016; b 10%-facts-and-circumstances test - 2015; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.
 If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	45,065	49,451	99,466	108,358	131,203	433,543
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	8,269,505	7,949,209	7,820,126	8,296,108	8,453,618	40,788,566
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total Add lines 1 through 5	8,314,570	7,998,660	7,919,592	8,404,466	8,584,821	41,222,109
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b.						0
8 Public support. (Subtract line 7c from line 6)						41,222,109

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6.	8,314,570	7,998,660	7,919,592	8,404,466	8,584,821	41,222,109
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,660,496	1,616,795	1,887,524	1,856,570	1,856,704	8,878,089
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	2,389	2,982	2,111	5,622	12,376	25,480
c Add lines 10a and 10b	1,662,885	1,619,777	1,889,635	1,862,192	1,869,080	8,903,569
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	45,989	11,860		20,747		78,596
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
13 Total support. (Add lines 9, 10c, 11, and 12)	10,023,444	9,630,297	9,809,227	10,287,405	10,453,901	50,204,274

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)).	15	82.11 %
16 Public support percentage from 2015 Schedule A, Part III, line 15.	16	82.15 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	17.73 %
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	17.66 %

19a 33 1/3% support tests - 2016. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test. Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3	Parent of Supported Organizations. Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 (explain in Part VI) See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions)		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required-explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 For result greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2017 Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013. . . .			
c Excess from 2014. . . .			
d Excess from 2015. . . .			
e Excess from 2016. . . .			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1, Part V, Section B, line 1e, Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information (See instructions)

**SCHEDULE D
(Form 990)**

Supplemental Financial Statements

OMB No 1545-0047

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

USA SOFTBALL, INC.

23-7132249

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year) . .		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____	
4 Number of states where property subject to conservation easement is located ▶ _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____	
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
(i) Revenue included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenue included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2016

JSA
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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment _____%
- b Permanent endowment _____%
- c Temporarily restricted endowment _____%

The percentages on lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		1,755,067.	1,037,733.	717,334.
c Leasehold improvements				
d Equipment		1,061,162.	851,530.	209,632.
e Other		7,341,745.	4,597,818.	2,743,927.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				3,670,893.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED COMPENSATION	82,381.
(3) NATIONAL TEAM CHILD CARE FUND	997.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶ 83,378.

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XIII Supplemental Information (continued)

SUPPLEMENTAL INFORMATION 1

SCHEDULE D, PART III:

LINE 1A - COLLECTIONS: USA SOFTBALL DOES NOT RECOGNIZE THE COST OR VALUE OF ITS COLLECTIONS AS ASSETS IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION, NOR DOES IT RECOGNIZE GIFTS OF COLLECTION ITEMS AS REVENUES IN THE CONSOLIDATED STATEMENTS OF ACTIVITIES. USA SOFTBALL'S COLLECTIONS WERE ALL ACQUIRED THROUGH CONTRIBUTIONS, AND ARE MADE UP OF HISTORICAL SOFTBALL MEMORABILIA AND ARTIFACTS AND ARE HELD FOR HISTORICAL AND EDUCATIONAL PURPOSES. EACH OF THE ITEMS IS CATALOGED, PRESERVED AND CARED FOR, AND ACTIVITIES VERIFYING EXISTENCE AND CONDITION ARE PERFORMED REGULARLY. PURCHASES OF COLLECTION ITEMS, IF ANY IN FUTURE PERIODS, ARE RECORDED AS DECREASES IN UNRESTRICTED NET ASSETS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED, OR AS TEMPORARILY OR PERMANENTLY RESTRICTED NET ASSETS, IF THE ASSETS USED TO PURCHASE THE ITEMS ARE RESTRICTED BY DONORS. PROCEEDS FROM DEACCESSIONS OR INSURANCE RECOVERIES ARE REFLECTED AS INCREASES IN THE APPROPRIATE NET ASSET CLASS. USA SOFTBALL'S COLLECTIONS ARE SUBJECT TO A POLICY REQUIRING PROCEEDS FROM COLLECTION SALES TO BE USED TO ACQUIRE OTHER ITEMS FOR COLLECTIONS.

LINE 4 - USA SOFTBALL'S COLLECTION CONSISTS OF OLD RULE BOOKS, NEWSPAPER CLIPPINGS OF GAMES AND PLAYERS, OLD ISSUES OF BALLS AND STRIKES MAGAZINES, GAME SCORECARDS, RECORD BOOKS, PLAYER JERSEYS, EQUIPMENT AND OTHER ITEMS. THESE HELP TO TELL THE STORY OF SOFTBALL'S BEGINNINGS AND EVOLUTION INTO ONE OF THE HIGHEST RECREATIONAL PARTICIPATION SPORTS IN AMERICA. IT IS USA SOFTBALL'S DESIRE TO TELL THE HISTORY OF THE GAMES, PAST PLAYERS, AND INSPIRE A NEW GENERATION OF FUTURE PLAYERS.

Part XIII Supplemental Information (continued)

SUPPLEMENTAL INFORMATION 2

SCHEDULE D, PART X:

LINE 2 - USA SOFTBALL FOLLOWS ASC TOPIC 740, WHICH ADDRESSES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. MANAGEMENT HAS EVALUATED USA SOFTBALL'S TAX POSITIONS AND CONCLUDED THAT USA SOFTBALL HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE CONSOLIDATED FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

2016

Open to Public Inspection

Name of the organization: **USA SOFTBALL, INC.** Employer identification number: **23-7132249**

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
(1) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	WNT JAPAN CUP	137,201
(2) NORTH AMERICA			PROGRAM SERVICES	WNT WORLD CHAMPIONSHIP	111,191
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					248,392
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					248,392

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule F (Form 990) 2016

Schedule F (Form 990) 2016

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▲

3 Enter total number of other organizations or entities. ▲

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926) Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, do not file with Form 990) Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471) Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621) Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U S Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865) Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713, do not file with Form 990) Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method, amounts of investments vs expenditures per region), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable Also complete this part to provide any additional information (see instructions)

**SCHEDULE O
(Form 990 or 990-EZ)**

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2016

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

USA SOFTBALL, INC.

Employer identification number

23-7132249

GENERAL STATEMENT 1

PART I, LINE I AND PART III, LINE 1: THE ORGANIZATION'S MISSION

VISION: USA SOFTBALL (USAS) WILL BE THE STANDARD OF EXCELLENCE IN
SOFTBALL.

MISSION: USA SOFTBALL IS THE NATIONAL GOVERNING BODY OF SOFTBALL IN THE
UNITED STATES.

WE DEVELOP, ADMINISTER AND PROMOTE THE SPORT OF SOFTBALL TO PROVIDE
OPPORTUNITIES FOR PARTICIPATION AND THE BEST POSSIBLE EXPERIENCE FOR
THOSE INVOLVED.

VALUES:

- *TEAMWORK
- *FAIR PLAY
- *COMMON GOOD
- *PROMOTION AND EDUCATION
- *SPORTSMANSHIP & CIVILITY

GOALS:

*ENSURE OUR FUTURE SUCCESS AS THE LEADER IN SOFTBALL BY IMPROVING THE
LEADERSHIP AND GOVERNANCE OF OUR ORGANIZATION.

*CONTINUE AND ENHANCE OUR LONG STANDING FOCUS ON THE PLAYER, THE
QUALITY OF THE GAME, QUALITY OF SERVICE AND OVERALL SERVICE.

Name of the organization USA SOFTBALL, INC.	Employer identification number 23-7132249
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*BE ACCOUNTABLE TO EACH OTHER AND OUR SPORT IN OUR MUTUAL EFFORTS TO BE THE INTERNATIONAL LEADER IN THE SPORT OF SOFTBALL.

*FOCUS ON FINANCIAL AND ORGANIZATION EFFECTIVENESS THAT ENHANCES OUR SERVICE, PRODUCTS AND IMAGE.

*CRAFT EFFECTIVE EXTERNAL AND INTERNAL CONNECTIONS WITH OUR PLAYERS, OFFICIALS, PARENTS, AFFILIATES AND THE PUBLIC.

*CREATE AN INTERNATIONALLY RECOGNIZED, WORLD CLASS VENUE THAT MEETS OUR NEEDS, AND SUPPORTS OUR MISSION AND VISION.

GENERAL STATEMENT 2

PART III, LINE 4A AND 4D: PROGRAM SERVICE ACCOMPLISHMENTS

PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

MEMBERSHIP - MEMBERSHIP INCLUDES REGISTRATIONS, GOVERNANCE, CLINICS, SCHOOLS, NATIONAL TOURNAMENTS AND ACE COACHES CERTIFICATION.

*REGISTRATION REVENUES ARE USED TO PAY FOR THE EXPENSES OF USAS'S NATIONAL CHAMPIONSHIP TOURNAMENTS, EXPENSES OF ITS NATIONAL COUNCIL MEETING, AS WELL AS SPONSOR SOFTBALL CLINICS AND SCHOOLS.

*THE USAS NATIONAL COUNCIL IS COMPRISED OF APPROXIMATELY 315 VOTING MEMBERS FROM ALL ASPECTS OF THE SPORT. THE COUNCIL IS CHARGED WITH MAKING DECISIONS ON LEGISLATIVE CHANGES, RULE CHANGES AND IS SOLELY RESPONSIBLE FOR AWARDING NATIONAL CHAMPIONSHIPS TO HOST CITIES ACROSS THE COUNTRY. ALL CODE AND PLAYING RULE AMENDMENTS ARE THEN VOTED ON BY THE USAS COUNCIL DURING THEIR ANNUAL MEETING.

*USAS CONDUCTS OVER 100 NATIONAL TOURNAMENTS ON AN ANNUAL BASIS IN WHICH 30,000 PLAYERS COMPETE ACROSS THE U.S. THE CITIES ARE SELECTED BY THE COUNCIL AT THE ANNUAL MEETING.

Name of the organization USA SOFTBALL, INC.	Employer identification number 23-7132249
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*USAS'S EQUIPMENT TESTING AND SPECIFICATIONS COMMITTEE EXAMINES THE CURRENT RULES AND SPECIFICATIONS GOVERNING VARIOUS ITEMS OF SOFTBALL EQUIPMENT. THIS COMMITTEE MAKES RECOMMENDATIONS TO USAS'S COUNCIL REGARDING EQUIPMENT CERTIFICATION PROCESS BY USAS. THE COUNCIL IS THE ULTIMATE DECISION MAKER OF USAS RULES AND REGULATIONS REGARDING CERTIFICATION OF EQUIPMENT.

PART III, LINE 4D, OTHER PROGRAM SERVICES:

MERCHANDISE OPERATIONS - USAS PROVIDES EDUCATIONAL TRAINING SUPPORT THROUGH VARIOUS PRODUCTS SUCH AS TRAINING DVD'S, BOOKS AND MANUALS. THESE ARE USED TO INCREASE THE KNOWLEDGE OF PLAYERS, COACHES AND UMPIRES RELATED TO THE PROPER SKILLS USED IN THE GAME OF SOFTBALL. OTHER ITEMS SUCH AS USA SOFTBALL REPLICAS JERSEYS AND APPAREL ARE AVAILABLE IN THE HALL OF FAME GIFT SHOP.

REVENUE: \$154,855 EXPENSES: \$271,471 GRANTS: \$NONE

SPONSORSHIP/LICENSING - USAS GRANTS LICENSING AND SPONSORSHIP RIGHTS FOR VARIOUS SOFTBALL EVENTS AND EQUIPMENT USED IN THE SPORT OF SOFTBALL.

IT CONDUCTS BALL AND BAT PERFORMANCE CERTIFICATION TESTING AS A PART OF AN ONGOING LICENSING PROCESS TO INSURE PRODUCT INTEGRITY.

REVENUE: \$19,725 EXPENSES: \$260,323 GRANTS: \$NONE

Name of the organization USA SOFTBALL, INC.	Employer identification number 23-7132249
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GENERAL STATEMENT 3

PART VI: SECTION A. GOVERNING BODY AND MANAGEMENT

PART VI: QUESTION 2 - THE FOLLOWING OFFICERS OR DIRECTORS OF USA SOFTBALL

HAVE A BUSINESS RELATIONSHIP WITH ONE ANOTHER BY VIRTUE OF THEIR

POSITIONS AS OFFICERS OR DIRECTORS OF ASA PROPERTIES, INC., A WHOLLY

OWNED SUBSIDIARY:

-MARK LOEHRS

-CRAIG CRESS

-PHIL GUTIERREZ

-WARREN JONES

PART VI: SECTION A. GOVERNING BODY AND MANAGEMENT

PART VI: QUESTION 4 - THE TAXPAYER HAS CHANGED ITS NAME FROM AMATEUR

SOFTBALL ASSOCIATION OF AMERICA TO USA SOFTBALL, INC. PLEASE SEE THE

ATTACHED AMENDED NOT-FOR-PROFIT CERTIFICATE OF INCORPORATION DOCUMENTING

THIS CHANGE.

PART VI: SECTION A. GOVERNING BODY AND MANAGEMENT

PART VI: QUESTIONS 6 AND 7A - IN ADDITION TO THE BOARD OF DIRECTORS, USA

SOFTBALL (USAS) HAS A COUNCIL OF OVER 315 MEMBERS. THE COUNCIL IS NOT

INVOLVED IN THE DAY TO DAY OPERATIONS OF THE ORGANIZATION, HOWEVER IT

DOES APPOINT A MAJORITY OF THE BOARD. THE COUNCIL DOES NOT OVERSEE THE

OFFICERS OR MANAGEMENT OF THE ORGANIZATION. ALL DECISIONS REGARDING THE

BUSINESS OPERATIONS OF USAS ARE MADE BY THE BOARD OF DIRECTORS. COUNCIL

MEMBERS ARE RESPONSIBLE FOR VOTING ON CHANGES TO USAS'S CODE INCLUDING

THE RULES OF SOFTBALL. USAS'S CODE AND A LISTING OF ALL COUNCIL MEMBERS

Name of the organization USA SOFTBALL, INC.	Employer identification number 23-7132249
--	--

ARE AVAILABLE ON USAS'S WEBSITE. COUNCIL MEMBERS RECEIVE NO COMPENSATION FROM USAS.

PART VI: QUESTION 11B - THE EXECUTIVE DIRECTOR AND CFO OF THE ORGANIZATION WILL REVIEW A DRAFT FORM 990. AFTER MANAGEMENT HAS REVIEWED FORM 990, THEY WILL FORWARD IT TO THE ORGANIZATION'S GOVERNING BODY BEFORE IT IS FILED. THE ORGANIZATION WILL THEN DISCUSS ANY ISSUES OR QUESTIONS THAT THE BOARD MAY HAVE. ONCE QUESTIONS/ISSUES HAVE BEEN DISCUSSED AND ADDRESSED, FORM 990 IS FILED.

GENERAL STATEMENT 4

PART VI: SECTION B. POLICIES

PART VI: QUESTIONS 10A & 10B - THE UNITED STATES OLYMPIC COMMITTEE AND THE WORLD BASEBALL SOFTBALL CONGRESS RECOGNIZES USA SOFTBALL (USAS) AS THE GOVERNING BODY OF AMATEUR SOFTBALL IN THE UNITED STATES. UPON QUALIFICATION, MEMBERSHIP IN USAS SHALL BE AVAILABLE TO STATE OR METRO ASSOCIATIONS ON A VOLUNTARY BASIS WHO AGREE TO BE GOVERNED BY THE OPERATING REGULATIONS (CODE) OF USAS. THERE ARE STATE AND METRO ASSOCIATIONS EACH OF WHICH ARE REPRESENTED BY A COMMISSIONER WHO ACTS AS A LIAISON BETWEEN SUCH AREA AND USAS. USAS CURRENTLY HAS 70 LOCAL ASSOCIATIONS. EACH LOCAL ASSOCIATION IS A TAX-EXEMPT ORGANIZATION. EACH ASSOCIATION MUST REGISTER AT LEAST 500 ADULT AND JUNIOR OLYMPIC SOFTBALL TEAMS. EACH LOCAL ASSOCIATION SHALL PAY AN ANNUAL AFFILIATION FEE OF \$1,000 AND BE RESPONSIBLE FOR MEMBERSHIP DUES. THE LOCAL ASSOCIATIONS ARE THEN ORGANIZED INTO 15 REGIONS.

Name of the organization USA SOFTBALL, INC.	Employer identification number 23-7132249
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PART VI: QUESTION 12C - THE BOARD IS REQUIRED TO ANNUALLY SIGN A CONFLICTS OF INTEREST STATEMENT. IF CONFLICTS ARE NOTED OR COME TO THE ATTENTION OF MANAGEMENT, THEY ARE ADDRESSED/DISCUSSED WITH MANAGEMENT AND/OR THE GOVERNING BODY, AND APPROPRIATE ACTION TAKEN. TOP MANAGEMENT PERFORMS A REVIEW OF OFFICERS AND STAFF FOR POTENTIAL CONFLICTS OF INTEREST. OFFICERS AND EMPLOYEES ARE ALSO REQUIRED TO SIGN A CONFLICTS OF INTEREST STATEMENT ON AN ANNUAL BASIS.

PART VI: QUESTION 15A - TOP OFFICIAL: ON AN ANNUAL BASIS, A 3-MEMBER COMPENSATION COMMITTEE OF THE GOVERNING BODY HAS BEEN DELEGATED AUTHORITY FOR REVIEWING THE EXECUTIVE DIRECTOR'S COMPENSATION. THE COMPENSATION COMMITTEE IS FREE FROM CONFLICTS OF INTEREST. THE COMMITTEE REVIEWS COMPARABILITY DATA, SUCH AS FORMS 990, COMPENSATION SURVEYS, AND OTHER INFORMATION GATHERED IN-HOUSE BY THE ORGANIZATION'S MANAGEMENT IN ORDER TO SET REASONABLE COMPENSATION FOR THE EXECUTIVE DIRECTOR. THE COMPARABILITY DATA IS GATHERED FOR PERSONS SIMILARLY QUALIFIED IN COMPARABLE POSITIONS AT OTHER SIMILAR TAX-EXEMPT ORGANIZATIONS. THE COMMITTEE DOCUMENTS ITS DISCUSSION AND RECOMMENDATIONS. ANY INCREASES OR RAISES OF THE EXECUTIVE DIRECTOR'S COMPENSATION ARE APPROVED BY THE FULL BOARD OF DIRECTORS AND ARE DOCUMENTED IN THE MEETING MINUTES.

PART VI: QUESTION 15B - OTHER TOP MANAGEMENT: ON AN ANNUAL BASIS, A 3-MEMBER COMPENSATION COMMITTEE OF THE GOVERNING BODY REVIEWS THE COMPENSATION OF ALL EMPLOYEES, INCLUDING TOP MANAGEMENT TO DETERMINE COMPENSATION ADJUSTMENTS. THE COMPENSATION COMMITTEE IS FREE FROM

Name of the organization USA SOFTBALL, INC.	Employer identification number 23-7132249
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CONFLICTS OF INTEREST. THE COMMITTEE DOCUMENTS ITS DISCUSSION AND RECOMMENDATIONS. ANY INCREASES OR RAISES ARE APPROVED BY THE BOARD OF DIRECTORS DURING THE BUDGET APPROVAL PROCESS. EVERY TWO YEARS, MANAGEMENT PURCHASES A DETAILED STATE COMPENSATION SURVEY THAT PROVIDES COMPENSATION AND BENEFIT INFORMATION BY JOB FUNCTION AND POSITION. THIS SURVEY PROVIDES A BENCHMARK FOR COMPENSATION AND BENEFITS FOR ALL EMPLOYEES OF USA SOFTBALL. THE SURVEY IS PROVIDED TO THE 3-MEMBER COMPENSATION COMMITTEE OF THE GOVERNING BODY DURING ITS ANNUAL REVIEW PROCESS.

GENERAL STATEMENT 5

PART VI: SECTION C. DISCLOSURE

PART VI: QUESTION 19 - THE ORGANIZATION POSTS ITS ANNUAL AUDITED FINANCIAL STATEMENTS ON ITS WEBSITE, ALONG WITH COPIES OF ITS TAX RETURNS. THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS AND CONFLICTS OF INTEREST POLICY AVAILABLE TO THE PUBLIC.

Name of the organization USA SOFTBALL, INC.	Employer identification number 23-7132249
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ATTACHMENT 1

FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	313,479.
INVENTORY AT BEGINNING OF YEAR	
PURCHASES	
SALARIES AND WAGES	
OTHER COSTS	158,624.
SUBTOTAL	<u>158,624.</u>
MINUS ENDING INVENTORY	
COST OF GOODS SOLD	<u><u>158,624.</u></u>

5

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

Attach to Form 990.

Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service Name of the organization

USA SOFTBALL, INC.

Employer identification number

23-7132249

OMB No. 1545-0047

2016

Open to Public Inspection

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

Table with 6 columns: (a) Name, address, and EIN; (b) Primary activity; (c) Legal domicile; (d) Total income; (e) End-of-year assets; (f) Direct controlling entity. Rows 1-6 are empty.

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

Table with 7 columns: (a) Name, address, and EIN; (b) Primary activity; (c) Legal domicile; (d) Exempt Code section; (e) Public charity status; (f) Direct controlling entity; (g) Section 512(b)(13) controlled entity. Rows 1-7 are empty.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2016

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(1) Name, address, and EIN of related organization	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Direct controlling entity	(5) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(6) Share of total income	(7) Share of end-of-year assets	(8) Disproportionate allocations?		(9) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(10) General or managing partner?		(11) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(1) Name, address, and EIN of related organization	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Direct controlling entity	(5) Type of entity (C corp, S corp, or trust)	(6) Share of total income	(7) Share of end-of-year assets	(8) Percentage ownership	(9) Section 512(b)(13) controlled entity?	
								Yes	No
(1) ASA PROPERTIES, INC 2801 N E. 50TH STREET OKLAHOMA CITY, OK 73111 73-1476596	UMPIRE UNIFORM	OK	USA SOFTBALL	C CORP	576,415	1,663,813	100.0000		X
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

	1a	1b	1c	1d	1e	1f	1g	1h	1i	1j	1k	1l	1m	1n	1o	1p	1q	1r	1s
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?																			
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	X																		
b Gift, grant, or capital contribution to related organization(s)		X																	
c Gift, grant, or capital contribution from related organization(s)			X																
d Loans or loan guarantees to or for related organization(s)				X															
e Loans or loan guarantees by related organization(s)					X														
f Dividends from related organization(s)						X													
g Sale of assets to related organization(s)							X												
h Purchase of assets from related organization(s)								X											
i Exchange of assets with related organization(s)									X										
j Lease of facilities, equipment, or other assets to related organization(s)										X									
k Lease of facilities, equipment, or other assets from related organization(s)											X								
l Performance of services or membership or fundraising solicitations for related organization(s)												X							
m Performance of services or membership or fundraising solicitations by related organization(s)													X						
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)														X					
o Sharing of paid employees with related organization(s)															X				
p Reimbursement paid to related organization(s) for expenses																X			
q Reimbursement paid by related organization(s) for expenses																	X		
r Other transfer of cash or property to related organization(s)																		X	
s Other transfer of cash or property from related organization(s)																			X

2	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	ASA PROPERTIES, INC.	A(IV), J	65,000.	FMV/ARMS LENGTH
(2)	ASA PROPERTIES, INC.	A(III)	99,280.	FMV/ARMS LENGTH
(3)	ASA PROPERTIES, INC.	P	150,871.	FMV/ARMS LENGTH
(4)	ASA PROPERTIES, INC.	F	120,000.	FMV/ARMS LENGTH
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

USA SOFTBALL, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
3rd day of August, 2016.*

A handwritten signature in cursive script, reading "Chris Benz".

Secretary of State



**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF**

AMATEUR SOFTBALL ASSOCIATION OF AMERICA)

210033718

USA Softball, Inc., a non-profit Corporation organized under the laws of the State of Oklahoma on the 21st day of April, 1966, under the name of National Amateur Softball Hall of Fame Foundation, which name was amended on April 6, 1979, to the name of Amateur Softball Association of America, and whose Second Amended and Restated Articles of Incorporation were filed on January 22, 1999, and which name is hereby amended to USA Softball, Inc. pursuant to this Third Amended and Restated Certificate of Incorporation, does hereby certify that at a meeting of the Board of Directors of the Corporation held on the 16th day of April, 2016, resolutions were duly adopted approving the amendments set forth in this Third Amended and Restated Certificate of Incorporation and declaring the matters set forth in this Third Amended and Restated Certificate of Incorporation to be advisable, and directing it be filed with the Oklahoma Secretary of State, and this Third Amended and Restated Articles of Incorporation was duly approved and adopted in the manner and by the vote prescribed by Sections 1077 and 1080 of the Oklahoma General Corporation Act.

FIRST. The name of the Corporation is ~~to be:~~

USA Softball, Inc.

SECOND. The address, including the street, number, city and county, of the Corporation's registered office in this state is 2801 N.E. 50th, Oklahoma City, Oklahoma County, Oklahoma 73111, and the Corporation's registered agent at such address shall be the Executive Director of the Corporation. As of the date of this Third Amended and Restated Certificate of Incorporation, the Executive Director of the Corporation is Craig A. Cress.

THIRD. Subject to the limitations set forth herein, the purpose of the Corporation is to engage in any lawful act or activity for which not-for-profit Corporations may be organized under the general corporation law of Oklahoma.

FOURTH. This Corporation is formed exclusively for charitable and educational purposes. In accomplishing the general purposes for which the Corporation is formed, the stated purposes of the Corporation shall include, without limitation, the following:

1. To educate and train individuals in the proper skills of amateur softball play, and in the rules of the same, through promoting, organizing and conducting clinics, seminars and training courses.
2. To establish uniform softball rules and regulations.
3. To promote, encourage and stimulate interest in the sport of softball, as well as physical fitness for adults and youth.

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OKLAHOMA SECRETARY OF STATE

4. To establish, hold and maintain scholarship funds for deserving individuals to attend institutions of higher learning.

5. To establish and maintain equipment, and operate a depository and/or museum for the collection, preservation, classification and ownership of such records, relics, articles or other materials of historical interest and value, connected with or pertaining to the origin, development and growth of the sport of amateur softball.

6. To promote participation in softball for all persons regardless of race, color, creed, religion, sex, national origin or ancestry and to provide them with proper safeguards in accordance with the spirit of true sportsmanship.

7. To encourage the union of all eligible teams, organizations or groups into such separate associations with active membership in this association as may from time to time be deemed best adapted to advance the cause of amateur softball.

8. To establish and maintain by allied membership, alliances with associations devoted wholly or partially to the stimulation of interest in and the promotion of the game of amateur softball.

9. To foster, promote and conduct annual national and/or international softball competition and championships.

10. To perform all acts required of National Governing Bodies by the Amateur Sports Act, 36 U.S.C. §§ 371 *et seq.*, (the "Act") for so long as the Corporation shall maintain its status as a National Governing Body (as such term is defined by the Act).

FIFTH. To accomplish the objectives and purposes of the Corporation, the Corporation shall have, subject to the limitations hereafter provided, the powers granted to non-profit corporations under the Oklahoma General Corporation Act, including without limitation the following powers:

1. To solicit, accept and collect pledges, donations, contributions and gifts in cash or in property, and to take and to hold by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom or the principal thereof for any of the Corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal and income for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

2. To create and control other corporations, foundations and organizations deemed advisable to best accomplish the purposes of this corporation.

3. To acquire by purchase, lease, contract or otherwise, any property, stocks, bonds, notes and other interests or obligations of Corporations, partnerships and other business organizations.

4. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, and dispose of all or any part of its assets on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property as appears advisable and as permitted by not-for-profit corporations by law, and if deemed advisable by the Board of Directors, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner or into any joint venture, limited liability company or other business association.

5. To borrow money and execute notes, mortgages, trust indentures, and bonds and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the Corporation.

6. To have and maintain such office or offices and equipment as are deemed advisable to administer the affairs of the Corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse and control any or all funds and property of any nature in which the Corporation may have any interest.

7. To give, contribute, pay or transfer any or all funds, property and assets of the Corporation, from time to time, to organizations which are exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references herein to the Code shall include reference to any successor or corresponding provisions of any subsequent federal tax laws and the applicable regulations).

SIXTH. In fulfilling its objectives and purposes, the Corporation shall be subject to the following limitations:

1. At no time, either on dissolution or prior thereto, shall any part of the net earnings of the Corporation inure to the benefit of any private individual, nor shall any substantial part of the activities of the Corporation be carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation 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, in any manner contrary to the regulations promulgated by the Internal Revenue Service under Section 501(c)(3) of the Code.

2. In the event that the Corporation is determined to be a private foundation, as that term is defined in Section 509 of the Code, the Corporation shall conduct its business and distribute its income as necessary 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.

3. In the event that the Corporation is determined to be a private foundation, as that term is defined in Section 509 of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, shall not make any investments in such a

nanner as to subject the Corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

4. In the event that the Corporation is not a private foundation, as that term is defined in Section 509 of the Code, the Corporation shall not engage in any excess benefit transaction, as defined in Section 4958 of the Code.

5. The Corporation shall not carry on any activities not permitted to be carried on by a Corporation described in Section 501(c)(3) of the Code and the interpretive regulations applicable to that Section.

SEVENTH. The Corporation shall not have authority to issue capital stock.

EIGHTH. The Directors of the Corporation may adopt, amend or repeal Bylaws of the Corporation at any time in such manner as the Directors deem to be in the best interests of the Corporation, and any such adoption, amendment or repeal of the Corporation's Bylaws may be without regard to any vote, authorization or approval of any members of the Corporation.

NINTH. The Corporation does not afford pecuniary gain, incidentally or otherwise, to its members as such.

TENTH.

(a) No Director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty by such Director as a Director, except (i) for any breach of the Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. Neither the amendment nor repeal of this Article TENTH shall eliminate or reduce the effect of this Article TENTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article TENTH would accrue or arise, prior to such amendment or repeal. If the Oklahoma General Corporation Act is amended after the approval of this Article TENTH to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Oklahoma General Corporation Act, as so amended from time to time.

(b) Each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation, whether the basis of such proceeding is alleged action in an official capacity as a Director, officer or employee of the Corporation or such other entity, or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Oklahoma General Corporation Act, as the same exists or may

hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Act permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, excise taxes pursuant to the Employee Retirement Income Security Act of 1974, penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director, officer, or employee of the Corporation or who has ceased to serve, at the request of the Corporation, as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in subsection (c) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred herein shall be a contractual right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Oklahoma General Corporation Act requires, the payment of such expenses incurred by a Director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or officer is not entitled to be indemnified herein or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to other agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors, officers, and employees and persons serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise.

(c) If a claim under subsection (b) hereof is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. Provided, however, no person shall be able to maintain such a suit against the Corporation unless such person proves in the course of such suit that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to indemnity sought in connection with any criminal action or proceeding, that he or she had no reasonable cause to believe his conduct was unlawful. The failure of the Corporation (including its Board of Directors, independent legal counsel, or its members) to make a determination prior to the commencement of such suit as to whether the claimant acted in good faith and in a manner the claimant reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to indemnity sought in connection with any criminal action or proceeding, that the claimant had no reasonable cause to believe his conduct was unlawful shall not be admissible by the Corporation in support of its defense of such suit; provided, however, a determination by the Corporation (including any determination by its Board of Directors, independent legal counsel, or its members) prior to the commencement of such suit that the claimant did not act in good faith and in a manner the claimant reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to indemnity sought in connection with any criminal

action or proceeding, that the claimant did not have a reasonable belief his conduct was lawful shall create a rebuttable presumption in favor of the Corporation in its defense of such suit.

(d) The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred herein shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Articles of Incorporation, Bylaws, agreement, vote of the members of the Corporation or disinterested Directors, or otherwise.

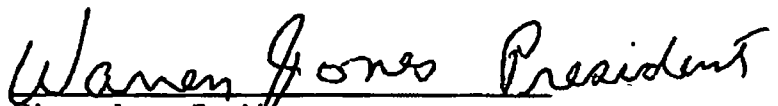
(e) The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Oklahoma General Corporation Act.

ELEVENTH. The Corporation reserve the right to amend, alter, change or repeal any provision contained in this Third Amended and Restated Articles of Incorporation, in any manner now or hereinafter prescribed by law and all rights conferred herein upon the members of the Corporation are granted subject to this reservation; provided, however, that no amendment to this Third Amended and Restated Articles of Incorporation shall be made which imposes personal liability for the debts, actions or otherwise of the Corporation on its members without the unanimous consent of all of the members of this Corporation.

TWELFTH. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by conveying such assets to one (1) or more exempt charitable or educational organization(s) described in Section 501(c)(3) of the Code, in the following order of priority:

1. To a successor organization to this Corporation, if any.
2. To one (1) or more organizations with similar charitable or educational purposes to this Corporation, as determined by majority vote of the Board of Directors.
3. To one (1) or more other exempt organizations, as determined by majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned parties have hereunto affixed their hands this 29 day of July, 2016.


Warren Jones, President

ATTEST:


Mark Loehrs, Secretary