

**ARTICLES OF INCORPORATION
OF
RED WING SOCCER CLUB, INC.**

The undersigned, for the purpose of forming a non-profit corporation under and pursuant to the provisions of Chapter 317A, *Minnesota Statutes*, known as the *Minnesota Non-Profit Corporation Act*, and all future laws amendatory thereof and supplementary thereto, do hereby associate themselves as a body corporate and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be **Red Wing Soccer Club, Inc.**

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable purposes, all as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the *Internal Revenue Code* of 1986. The primary purpose of the corporation is to assist with education and athletic competition for youth residing in Red Wing and the surrounding area, and for other charitable or tax exempt purposes of every kind and nature in the sole discretion of the Board of Directors. Within the frame work and limitations of the foregoing, this corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable activities, causes, and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others and, but only if and to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions (1) that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the *Internal Revenue Code* of 1986, (2) that are described in Section 501(c)(3) of the *Internal Revenue Code* of 1986, and (3) that are exempt from federal income taxes under Section 501(a) of the *Internal Revenue Code* of 1986.

For such purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this corporation by the Minnesota Non-Profit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided, however, that all such powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c)(2) and 501(c)(3) of the *Internal Revenue Code* of 1986, and of Section 290.05, Subdivision 1(i), of the Minnesota Statutes and shall not permit, and shall not be taken as permitting, this corporation to have or

exercise any power which is not within the contemplation of Sections 170(c)(2) and 501(c)(3) of the *Internal Revenue Code* of 1986; and provided finally, however, that this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501(a) of the *Internal Revenue Code* of 1986 as an organization described in Section 501(c)(3) of the *Internal Revenue Code* of 1986 or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Section 170(c)(2) of the *Internal Revenue Code* of 1986.

All references in these Articles of Incorporation to a particular section of the *Internal Revenue Code* of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section; and the references in this Article II to Section 290.05, Subdivision 1(i), of the Minnesota Statutes shall mean and include, as now enacted or as hereafter amended, such provision and any provisions of Minnesota law as is or may hereafter be applicable, cognate to such provision.

ARTICLE III

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member or individual. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not 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 except as permitted by *Internal Revenue Code* Section 501(h). This corporation shall not lend any of its assets to any officer, director, or member of this corporation or guarantee to any person the payment of a loan by any officer, director, or member of this corporation.

ARTICLE IV

The period of duration of corporate existence of this corporation shall be perpetual.

ARTICLE V

The location of the registered office of this corporation in the State of Minnesota is **P.O. Box 220, 2663 Ridge View Court, Red Wing, Minnesota 55066**. The registered agent at said address is **Colleen Theuerkauf**.

ARTICLE VI

The name and address of the incorporator, who is a natural person of full age, is:

Colleen Theuerkauf, 2663 Ridge View Court, Red Wing, Minnesota 55066

ARTICLE VII

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the By-laws of this corporation.

The names and addresses of the members of the first Board of Directors of this corporation are:

NAME	ADDRESS	PROPOSED DUTIES
Colleen Theuerkauf	2663 Ridge View Court Red Wing, MN 55066	President
Jo Ellen Haustein	2664 Hidden Knoll Red Wing, MN 55066	Vice President
Julie Birk-Betcher	319 Hillcrest Red Wing, MN 55066	Treasurer, Secretary
David Anderson	1606 Woodcrest Red Wing, MN 55066	Registrar, Equipment Coordinator
Chris Crider	1401 East Avenue Red Wing, MN 55066	Girls District Rep.
Karl Guhn	2125 Gernentz Fork Red Wing, MN 55066	Boys District Rep.
Fabricio Duran	1717 Wakonade Drive East Welch, MN 55066	Referee Coordinator
Dave Borgen	1622 Greenwood Red Wing, MN 55066	Field Coordinator
Lisa Dill	1511 1/2 West Third Street Red Wing, MN 55066	Coaching Director
Teresa Swarts	504 Seymour St. Red Wing, MN 55066	Newsletter Coordinator

The term of office of each such member of the first Board of Directors shall be until the annual meeting in the year 2000, or until such director's successor shall have been elected or otherwise shall qualify.

ARTICLE VIII

The officers, directors, and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation. The corporation shall have no capital stock

and there shall be no personal liability of members for corporate obligations. The private property of the members of this corporation is not liable for its corporate debts.

ARTICLE IX

The corporation shall be composed of members rather than shareholders. The By-laws of the corporation may establish more than one class of member, including but not limited to the following classifications: Active Age Group Members, Parent Members, Coaching Members, and Special Members.

ARTICLE X

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article X, any remaining assets shall be distributed to and among such one or more corporations, associations, trusts, foundations, and institutions that are then in existence, that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the *Internal Revenue Code* of 1986, that are described in Section 501(c)(3) and in Section 509(a)(1), (2), or (3) of the *Internal Revenue Code* of 1986, and that are exempt from federal income taxes under Section 501(a) of the *Internal Revenue Code* of 1986, all in such proportions as shall be determined (1) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Minnesota then in existence to be conducted under court supervision, or (2) by a court of competent jurisdiction if the dissolution of this corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article X, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, or conveyed in accordance with the terms and provisions of such trust, condition or limitation.

ARTICLE XI

An action required or permitted to be taken at a meeting of the Board of Directors of the corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the members of the corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board of Directors of the corporation at which all of the directors are present.

ARTICLE XII

The power to initially adopt, amend or repeal the By-laws of the corporation is vested in the Board of Directors.

ARTICLE XIII

When determining membership, eligibility for services, employment, enrollment, or participation in the activities of the corporation, this corporation shall not discriminate with regard to race, color, creed, ethnic origin or gender, or with regard to any other protected class under the civil rights laws of the United States or the State of Minnesota.

IN WITNESS WHEREOF, I have subscribed my name effective on **February 12, 2003**.

COLLEEN THEUERKAUF, Incorporator

STATE OF MINNESOTA

ss

COUNTY OF GOODHUE

On this **February 12, 2003**, personally appeared before me, **COLLEEN THEUERKAUF**, to me known to be the person described herein as incorporator, and who executed, the foregoing Articles of Incorporation, and she acknowledged this to be of her own free act and deed for the uses and purposes therein expressed.

Notary Public
Goodhue County, Minnesota

THIS INSTRUMENT WAS DRAFTED BY (NAME AND ADDRESS):



425 West Third Street
Red Wing, MN 55066
(651) 388-0710

David G. Larson, Attorney ID# 239483