1156

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Edina Soccer Club

Corporate Charter Number: 1M-674

Chapter Formed Under: 317A

This certificate has been issued on 08/02/1995.

Joan Anderson Growe
Secretary of State.

1M-674

ARTICLES OF INCORPORATION
OF
EDINA SOCCER CLUB

We, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Min. esota Statutes, Chapter 317A, and laws amendatory thereof and supplementary thereto, do hereby form a non-profit corporation and adopt the follcwing Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:
Edina Soccer Club

ARTICLE II

This corporation is organized and shall be operated to educate, provide service, promote and stimulate interest in the game of soccer for players under nineteen (19) years of age. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein.

In furtherance of its purposes, this corporation may engage in, advance, promote and administer soccer activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

For its purposes and not otherwise, this corporation shall have 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 to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds property and the income therefrom for the 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 which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended. All

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the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code of 1986.

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986 include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE III

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. No substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. 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.

This Corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code of 1986. For purposes of these Articles of Incorporation, the term "income" means, for each taxable year of this Corporation, the distributable amount with respect to this Corporation as defined in Section 4942(d) of the Internal Revenue Code of 1986.

This Corporation may not engage in an act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986.

This Corporation shall not retain "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986.

This Corporation may not make any investments that would jeopardize the carrying out of the exempt purposes of this Corporation, within the meaning of Section 4944 of the Internal Revenue Code of 1986, so as to give rise to liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986.

This Corporation may not make a "taxable expenditure" (as defined in Section 4945(d) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986.

Except as permitted by Minnesota Statutes, Section 317A.501, this corporation shall not lend any of its assets to any officer or director of this Corporation or guarantee to any other person the repayment of a loan made to an officer or director of this corporation.

Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this corporation for services actually rendered by them to this corporation.

ARTICLE IV

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

ARTICLE V

The registered office of this corporation shall be located at Edina City Hall, 4801 W. 50th Street, Edina, Minnesota 55424.

ARTICLE VI

This corporation shall not have members with voting rights. The Board of Directors may establish a class or classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

ARTICLE VII

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action, other than an action requiring membership approval, may be taken by the Board of Directors by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors shall be notified of the text of the written action prior to the signing by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

ARTICLE VIII

The Board of Directors shall have seven members, each of whom shall serve until the next annual meeting of the Board of Directors and until his or her successor has been elected and qualified. The name of each such current director is as follows:

DANIEL RIVKIN
SCOTT RYERSE
ANDY TURNBULL
MELISSA BOUGHTON
KIP LUNDQUIST
STEVE CLARKE
JON WILBUR

ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

The directors of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XI

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XII

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be

transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XIII

The name and address of the incorporator are:

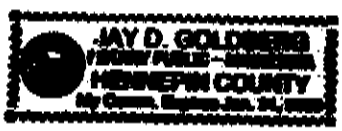
Daniel S. Rivkin
4231 Alden Drive
Edina, MN 55416

IN WITNESS WHEREOF, we have hereunto set our hands this 31st day of July, 1995.

INCORPORATOR

DANIEL S. RIVKIN

Subscribed and sworn to before me
this 31st day of July, 1995.



Notary Public

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 02 1995

Secretary of State

1M-674

4415

MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION

BEFORE COMPLETING THIS FORM, PLEASE READ INSTRUCTIONS LISTED BELOW.

CORPORATE NAME:(List the name of the company prior to any desired name change)

Edina Soccer Club

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

The following amendment(s) of articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 2 .)

ARTICLE II

**See attached page.

This amendment has been approved pursuant to *Minnesota Statutes chapter 302A or 317A*. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed the amendment under oath.

(Signature of Authorized Person)

INSTRUCTIONS

1. Type or print with black ink.
2. A Filing Fee of: $35.00, made payable to the Secretary of State.
3. Return completed forms to:

Secretary of State
180 State Office Building
100 Constitution Ave.
St. Paul, MN 55155-1299
(612)296-2803

FOR OFFICE USE ONLY

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60021340 Rev. 8/92

ARTICLE II

This corporation is organized and shall be operated to educate, provide service, promote and stimulate interest in the game of soccer for players 22 years of age and younger. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein. This corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue code.

In furtherance of its purposes, this corporation may engage in, advance, promote and administer soccer activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

For its purposes and not otherwise, this corporation shall have 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 to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds property and the income therefrom for the furtherance of the purpose of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 502(c)(3) of the Internal Revenue Code of 1986.

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986 include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
FEB 14 1997
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 2-4-02

Mary Kiffmeyer

Secretary of State

Michelle Cobb