

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EAGAN ATHLETIC ASSOCIATION**

ARTICLE I

This non-profit organization shall be known as the Eagan Athletic Association.

ARTICLE II

The general purpose of this Corporation shall be to organize and maintain an athletic association for the promotion of the physical welfare of and for its participants; to operate, conduct, maintain and promote an integrated program of all organized sporting activities; to provide, construct, develop, acquire, own, operate and maintain facilities and equipment for the promotion of any and all kinds of athletic and sports for the benefit of the participants; and to do all such things as may be deemed necessary, incidental and pertinent to the effectual carrying on of said purposes.

ARTICLE III

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE IV

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

ARTICLE V

This Corporation shall be non-political and non-sectarian, and shall take no position in matters of government and policy other than those consistent with its purposes.

ARTICLE VI

The location of the registered office of this Corporation in this state shall be 4336 Dorchester, Eagan, MN 55123.

ARTICLE VII

Section 1. This Corporation is organized exclusively for charitable, educational purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue law).

Section 2. In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII

This Corporation shall have no capital stock and it is neither organized for nor shall it be conducted to obtain pecuniary profits. No part of the net earnings, contributions, or other property, real or personal, of the Corporation shall inure to the benefit of any of its members.

ARTICLE IX

From and after the date of adoption of these Amended and Restated Articles of Incorporation, these Articles may be amended by a two-thirds (2/3) vote of the Board in attendance at any meeting; provided, that, notice of such proposed amendment shall have been given to all directors.