

**AMENDED
ARTICLES OF INCORPORATION**

of

MINNESOTA HOCKEY, INC.

(Amended 1970, 1981, 1996 and 2003)

We, Dennis Green and William P. McDonald, President and Secretary, respectively, of Minnesota Hockey, Inc., a nonprofit corporation having no stock or stockholders and duly organized and existing under the laws of the State of Minnesota and having its principal place of business in the City of St. Paul, Ramsey County, Minnesota, do hereby certify that at the quarterly meeting of the Board of Directors of Minnesota Hockey, Inc. duly called and held in the City of Minnetonka, Minnesota, on the Twenty-sixth day of January 2003, in accordance with the provisions of the Minnesota nonprofit Corporation Act, as amended, the following resolution amending the Articles of Incorporation and By-Laws of the corporation in their entirety was adopted by unanimous vote of all Directors present at said meeting, said resolution being as follows:

RESOLVED: That the amended Articles of Incorporation in the form attached to and made a part of the minutes of the meeting of the Board of Directors on January 26, 2003, be, and they hereby are, adopted to be effective immediately. We further certify that the amended Articles of Incorporation referred to in the above resolution are as hereinafter set forth:

I.

The name of the corporation shall be MINNESOTA HOCKEY, INC., and the location of the registered office shall be in the City of St. Paul, Ramsey County, Minnesota.

II.

The purposes of the corporation are: To encourage and improve the standard of youth and other amateur ice hockey in the Minnesota area; to conduct ice hockey tournaments and to select representative teams to participate in tournaments; to associate with other ice hockey associations; to do any and all acts necessary or desirable in the furtherance of the foregoing purposes; to buy, sell, lease and otherwise deal in all kinds of property, real, personal and mixed, for the purpose of creating further interest in youth and other amateur hockey.

III.

This corporation shall have no capital stock.

IV.

No part of the property or income of the corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. 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. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

V.

Upon the dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all liabilities of the corporation, shall distribute the remaining assets of the corporation to such other non-profit organization(s) promoting amateur hockey in the state of Minnesota in such proportions as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by

order of the District Court of Hennepin County, Minnesota, to non-profit organization(s) operated exclusively for such purposes, as said Court shall determine.

VI.

Neither the members, directors, trustees or officers of the corporation shall be personally liable for any obligation of the corporation of any nature whatsoever, nor shall any of the property of any member or officer of the corporation be subject to payment of obligations of the corporation to any extent whatsoever.

VII.

The name and post office address of each of the original incorporaters was:

Walter L. Bush, Jr. 600 Midland Building Minneapolis 1, Minnesota	Robert B. Ridder Radio City Building Minneapolis 2, Minnesota	Alfred J. Crary 2124 West 60th Street Minneapolis 19, Minnesota
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VIII.

The qualifications and conditions of membership, the limitation, if any upon the number of members, and the conditions of termination of membership shall be provided for in the By-Laws. Annual dues required to be paid by members shall be in the amount as shall be determined by the Board of Directors. The amount of dues need not be uniform as to all members, provided that the amount required of each member is determined upon a uniform basis. The Board of Directors in determining such basis may take into consideration the number of teams in a member league, and whether or not the member teams play to a paid gate. Members may be required to pay in addition to annual dues an assessment based upon a percentage of gate receipts of member teams, not to exceed five percent of such receipts.

IX.

The management of this corporation shall be vested in a Board of Directors. The terms of office of the Directors other than the members of the first Board of Directors and the method by which they shall be appointed shall be fixed by the By-Laws and may be altered by amending the By-Laws. The number of Directors constituting the first Board of Directors shall be three. The name and post office addresses of each of the Directors was:

Walter L. Bush, Jr. 600 Midland Building Minneapolis 1, Minnesota	Robert B. Ridder Radio City Building Minneapolis 2, Minnesota	Alfred J. Crary 2124 West 60th Street Minneapolis 19, Minnesota
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The term of office of the aforesaid Directors shall be until the first annual meeting of the Corporation, or until their successors are elected and qualified.

X.

The corporation is to have perpetual existence.

XI.

The Board of Directors shall adopt By-Laws for management of the corporation and shall have the authority to amend the By-Laws from time to time.

XII.

These Articles of Incorporation may be amended by the Board of Directors upon receiving a two-thirds (2/3) vote of the Directors entitled to vote on the proposed amendment, as provided by the By-Laws. Notice of the meeting and of the proposed amendment must be given at least twenty-eight (28) days prior to voting on the amendment.