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ARTICLES OF INCORPORATION

MAPLE-BROOK SOCCER ASSOCIATION

The undersigned, being of full age, for the purposes of forming a nonprofit corporation under Chapter 317 of the Minnesota Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

1.1) The name of the corporation shall be MAPLE-BROOK SOCCER ASSOCIATION. M

ARTICLE 2 - PURPOSES

2.1) The purposes of the corporation are to foster national or international amateur competition. In furthering such purposes, it shall engage in, assist and contribute to the promotion, sponsoring, organizing and administering of a well organized soccer program which shall include the highest possible level of coaching, instruction and competition while emphasizing skill development, teamwork, and good sportsmanship for the serious soccer player.

2.2) In support of such purposes, the activities of the corporation shall include doing any and all other acts and things and to exercise any and all other rights and powers which may be necessary, incidental, desirable or expedient in the accomplishment of any of the foregoing purposes.

ARTICLE 3 - AUTHORITY

3.1) The corporation shall further its purposes either directly or by making or providing contributions, or subsidies out of the net income or the principal assets of the corporation, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients), subject to the provisions of Section 3.3 hereof.

3.2) In furtherance of such purposes, the corporation shall have authority, subject only to Section 3.3 hereof:

(a) To pursue its purposes and conduct and carry on any and all lawful business or activities in connection therewith or incidental thereto, or any part thereof, in the State of Minnesota, in any other state, territory or possession of the United States, or in a foreign country as may become necessary;

(b) To do any and all acts and things and carry on and conduct all other activities consistent with

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the purposes set forth above as may be necessary or advisable, suitable, convenient, useful, or expedient in connection with, or incidental to the accomplishment of any of such purposes, to the full extent permitted by the laws of the State of Minnesota.

3.3) Notwithstanding any other provisions of these Articles of Incorporation, all activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized. No part of the net earnings of the corporation shall inure to the benefit of any member, officer, director or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes, and except that individuals may benefit from similar payments or contributions made for the purposes for which this corporation was organized, in furtherance of the objects and purposes of the corporation).

ARTICLE 4 - NONPROFIT CORPORATION

4.1) The corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its members. /

ARTICLE 5 - DURATION

5.1) The duration of the corporation shall be perpetual. /

ARTICLE 6 - REGISTERED OFFICE

6.1) The location of the registered office of the corporation is 12420 66th Place North, Maple Grove, MN 55369. /

ARTICLE 7 - INCORPORATORS

7.1) The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Jay S. Wiltrout	7731 Dallas Lane Maple Grove, MN 55369
Robert Rohrbach	3825 81st Avenue North Brooklyn Park, MN 55443
Lawrence A. Hines	7732 Regent Avenue Brooklyn Park, MN 55443

ARTICLE 8 - DIRECTORS

8.1) The management of the corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws, but shall never be less than required by law.

8.2) The first Board of Directors shall consist of the following ten (10) directors, who shall each hold office for the term of one or more years as determined at the first meeting of the Board of Directors or until his or her successor has been elected and qualified:

<u>Name</u>	<u>Address</u>
Robert Rohrbach	3825 81st Avenue North Brooklyn Park, MN 55443
Jay S. Wiltrout	7731 Dallas Lane Maple Grove, MN 55369
James Chesemore	10200 Boundary Creek Terrace Maple Grove, MN 55369
John Melancon	9129 Juneau Lane North Maple Grove, MN 55369
David L. Shovelin	6905 Brunswick Avenue North ✓ Brooklyn Park, MN 55429
Steven F. Martin	10455 102nd Avenue North Maple Grove, MN 55369
Lawrence A. Hines	7732 Regent Avenue Brooklyn Park, MN 55443
Thomas Zellmer	6709 Edgewood Avenue North Brooklyn Park, MN 55443
Bonnie A. O'Malley	12420 66th Place North Maple Grove, MN 55369
Sharon Rohrbach	3825 81st Avenue North Brooklyn Park, MN 55443

8.3) The terms of office of the directors, other than the members of the first Board of Directors, shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws.

8.4) Any action, other than an action requiring membership approval, may be taken by written action signed by

the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided that all directors must be notified of the text of the written action prior to the signing by any of the directors.

ARTICLE 9 - MEMBERSHIP

9.1) The conditions and terms of and the qualifications for membership in the corporation shall be provided in the Bylaws.

ARTICLE 10 - PERSONAL LIABILITY

10.1) Members of the corporation shall have no personal liability for corporate obligations. ✓

ARTICLE 11 - CAPITAL STOCK

11.1) The corporation shall have no capital stock. ✓


ARTICLE 12 - DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

12.1) In the event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the corporation shall be distributed in such manner as the Board of Directors of the corporation shall by majority vote determine, either exclusively for the purposes for which the corporation is formed or consistent with such purposes, to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 13 - AMENDMENT OF ARTICLES

13.1) These Articles may be amended in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, we have hereunto set our hands this 23 day of February, 1987.



Jay S. Wiltrout



Robert Rohrbach

(Signatures continued on next page)

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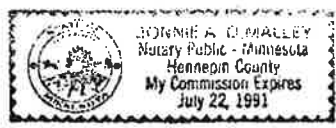
Lawrence A. Hines
Lawrence A. Hines

STATE OF MINNESOTA)
)
COUNTY OF HENNEPIN)

On this 13 day of February, 1987, before me, a Notary Public within and for said county, personally appeared Jay S. Wiltrout, Lawrence A. Hines and Robert Rohrbach, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, who acknowledged that they executed the same as their free act and deed.

(Notarial Seal)

Suzanne A. O'Malley
Notary Public



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
MAR - 5 1987

Jean Anderson Howe
Secretary of State *M*