

N 11204-0

**ARTICLES OF INCORPORATION
OF
VERMONT STATE SOCCER ASSOCIATION, INC.**

STATE OF VERMONT

Secretary of State's Office

Filed _____, 2001

Secretary of State

Filing Fee of \$ _____ has been paid

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ARTICLES OF INCORPORATION
OF
VERMONT STATE SOCCER ASSOCIATION, INC.

ARTICLE I

Name

The name of the corporation shall be Vermont State Soccer Association, Inc.

ARTICLE II

Public Benefit Corporation

This corporation is a Vermont nonprofit public benefit corporation, formed pursuant to Title 11B of Vermont Statutes Annotated.

ARTICLE III

Registered Office and Registered Agent

The mailing address of the initial registered office of the corporation shall be P.O. Box 5517, Burlington, Vermont 05402-5517, and such office shall be located at 89 College Street, Burlington, Vermont 05401. The initial registered agent at such address shall be Scott Michael Mapes.

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ARTICLE IV

Members

This corporation shall have members, the rights and obligations of which, and for whom criteria and procedures for admission, shall be established by the Bylaws pursuant to Chapter 6 of Title 11B of Vermont Statutes Annotated. Pursuant to Chapter 6 of Title 11B of Vermont Statutes Annotated, the Bylaws may establish classes of members and assign different rights to each class.

ARTICLE V

Purposes

This corporation is a volunteer non-profit organization created for and committed to promoting youth and adult soccer in the State of Vermont. The corporation is a public benefit corporation organized and shall be operated exclusively as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future federal tax code and as a publicly supported organization as defined in Section 509(a)(2) of the Code. The corporation's purposes shall include but not be limited to the provision of services that (i) foster greater participation and interest in soccer among Vermont youth and adults, (ii) provide opportunities for youth and adults to compete at levels that are consistent with their age and abilities, (iii) encourage good sportsmanship, safety, team play and participation by the community, (iv) provide opportunities for Select Team play and Olympic Team selection process, and participation in National Cup play at all levels for men and women, and (v) develop, promote and administer the game of soccer in Vermont in affiliation and in accordance with the requirements of United States Soccer Federation (USSF) and the United States Amateur Soccer Association (USASA). Notwithstanding any other provision of these Articles of Incorporation, the corporation shall possess only such powers as may be exercised by an organization exempt from federal income taxation under Section 501(c)(3) of the Code and by a corporation organized under Title 11B of the Vermont Statutes Annotated..

ARTICLE VI

Conditions, Restrictions and Limitations

A) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

B) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

C) The 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.

D) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code (or any corresponding provision of any future federal tax code), or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding provision of any future federal tax code).

E) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals that would then qualify as tax-exempt under the provisions of Section 501(c)(3) of the Code (or any corresponding provision of any future federal tax code) and contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding provision of any future federal tax code). The distribution shall be to such qualified organizations and in such amounts as may be determined by the board of directors. Any assets not so distributed by the board of directors shall be so distributed by a court of competent jurisdiction, exclusively to such organization or organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes.

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ARTICLE VII

Amendment

These Articles may only be amended by (i) the board, if the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected; and (ii) except as provided in subsection 10.02(a) of Title 11B of the Vermont Statutes Annotated, the members by two-thirds of the votes cast at a meeting at which a quorum is present, or a majority of the voting power, whichever is less. Notice of such meeting called for the purpose of amending these Articles of Incorporation shall set forth the proposed amendment.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator is:

Name

Address

Scott Michael Mapes

426 South Winooski Avenue
Burlington, Vermont 05401-4545

Executed by the undersigned incorporator as of this 15 day of August, 2001.

INCORPORATOR:



Scott Michael Mapes

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