

# State of Minnesota

## SECRETARY OF STATE

### CERTIFICATE OF INCORPORATION

I, Mark Ritchie, 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: LAKEVILLE SOUTH GIRLS BASKETBALL ASSOCIATION

Corporate Charter Number: 3024838-2

Chapter Formed Under: 317A

This certificate has been issued on 09/26/2008.



*Mark Ritchie*  
Secretary of State.

NP-OR

ARTICLES OF INCORPORATIONOFLAKEVILLE SOUTH GIRLS BASKETBALL ASSOCIATION

The undersigned incorporator, for the purpose of forming a corporate entity under and pursuant to the provisions of the Minnesota Statutes, Chapter 317A, known as the Minnesota Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ICorporate Name

The name of this corporation shall be LAKEVILLE SOUTH GIRLS BASKETBALL ASSOCIATION (the "Corporation").

ARTICLE IIRegistered Office

The location and post office address of the registered office of this corporation in Minnesota shall be 1004 Crystal Lake Road West, Burnsville, Minnesota 55306.

ARTICLE IIIPurpose

The primary purpose of this corporation shall be to supervise recreational and competitive basketball programs for the girls' youth of the Lakeville community. To this end, the Corporation shall, at all times, be operated exclusively for educational or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code 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 or corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.



## ARTICLE IV

### I.R.S. Exemption Requirements

At all times, the following shall operate as conditions restricting the operations and activities of the Corporation:

1. Non-Profit Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Board of Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

2. Legislative or Political Activity. No substantial part of the activities of the Corporation shall constitute 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.

3. Operational Limitations. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or carried on by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE V

### Use, Retention or Disposition of Income/Property

1. The 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;

2. The Corporation may not engage in an act of "self-dealing" as defined in Section 4943(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;

3. The Corporation may 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;

4. The Corporation may not make investments that would jeopardize the carrying out of the exempt purposes of the 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; and

5. The 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.

## ARTICLE VI

### Membership

Members of the Corporation shall consist of any person interested in the objectives and purposes of the Corporation upon compliance with procedures and criteria from time-to-time established by the Board of Directors.

## ARTICLE VII

### Duration

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

## ARTICLE VIII

### Board of Directors

The Corporation shall have no member-owners. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's By-Laws. There shall be seven (7) Directors constituting the First Board of Directors of this Corporation. The names and addresses of the First Board of Directors are:

<u>Name</u>	<u>Address</u>
John Barta	1004 Crystal Lake Road West Burnsville, MN 55306
Mike McNab	16890 Judicial Road Lakeville, MN 55044
Dennis Kunkel	17724 Layton Court Lakeville, MN 55044

Scott Sell	21151 Stoneridge Court Lakeville, MN 55044
Jim Douville	9721 Norway Hills Trail Lakeville, MN 55044
Lynn Dalhed	c/o Lakeville South High School 21135 Jacquard Avenue Lakeville, MN 55044
Glenn Moede	19720 Vernon Avenue Prior Lake, MN 55372

The initial Board of Directors shall be elected for a term of one year or until their successors are duly elected and shall have qualified. Directors may be removed and vacancies of the Board of Directors shall be filled as set forth in the By-Laws.

#### ARTICLE IX

##### Liability

No member, officer or member of the Board of Directors or member of a committee appointed or elected by the Corporation shall be personally or individually liable for any error, mistake, negligence or omission, for or on behalf of the Corporation, which occurs within the scope of their duty as a member, officer, Board of Director member or committee member, excepting only for their own individual willful misconduct, bad faith or violation of law.

No member, officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this Corporation.

#### ARTICLE X

##### By-Laws

The Board of Directors may enact By-Laws. Such By-Laws and the Articles of Incorporation may be amended from time-to-time by a two-thirds majority vote of the Board of Directors of the Corporation in accordance with Minnesota Statutes Section 317A.133 and Section 317A.181.



## ARTICLE XI

### Capital Stock

The Corporation shall not have capital stock.

## ARTICLE XII

### Dissolution

The Corporation may be dissolved only upon consent given in writing and signed by two-thirds of the Board of Directors. Written notice of the proposal to dissolve setting forth the reasons therefor, and the disposition to be made of the assets shall be mailed to every member of the Board of Directors, at least thirty (30) days in advance of any action taken.

## ARTICLE XIII

### Disposition of Assets Upon Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation, exclusively for the purposes of the Corporation in such manner, to such organization, or organizations, organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of Internal Revenue Code, or corresponding section of any future federal tax code, in such manner as the Board of Directors shall determine.

## ARTICLE XIV

### Incorporators

The names and addresses of the incorporators are:

Name

Address

John Barta

1004 Crystal Lake Road West  
Burnsville, Minnesota 55306

IN WITNESS WHEREOF, the undersigned incorporator certifies that these Articles of Incorporation are executed for the purposes herein stated

Dated: 9/24/08

*John Barta*  
John Barta

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

SEP 26 2008 CK

*Mark Ritchie*  
Secretary of State



DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023

Date of this notice: 09-26-2008

Employer Identification Number:  
26-3434497

Form: SS-4

Number of this notice: CP 575 A

LAKEVILLE SOUTH GIRLS BASKETBALL  
ASSOCIATION  
1004 CRYSTAL LAKE ROAD  
BURNSVILLE, MN 55306

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

#### WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 26-3434497. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120

03/15/2009

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

#### IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.