

G-607

NP - Amendment / RA



45113610002

**Articles of Amendment
Amending and Restating
the Amended and Restated Articles of Incorporation of
Minnetonka Youth Hockey Association**

We, the undersigned, do hereby certify that we are the President and Secretary respectively of Minnetonka Youth Hockey Association, a nonprofit corporation organized pursuant to the provisions of Chapter 317A of Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, and that the Articles of Incorporation of Minnetonka Youth Hockey Association are hereby amended and restated in their entirety as follows:

Article I

The name of the corporation shall be Minnetonka Youth Hockey Association.

Article II

This corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of Sections 170(c)(2), 501(c)(3) and 2055(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the limitations established by the preceding sentence, its purpose shall be to promote, sponsor and provide facilities for, and conduct a supervised program of hockey training and competition for, youth in the Minnetonka School District and surrounding communities for the purpose of making them better citizens and athletes and aiding in their physical and mental development.

Article III

This corporation shall not engage in any activity which may not be carried on (a) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

The corporation shall not directly or indirectly afford pecuniary gain, dividends or other pecuniary remuneration, incidentally or otherwise, to its directors, officers or members, and no part of the net earnings of the corporation shall inure directly or indirectly to the benefit of any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles.

The corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. The corporation shall neither directly nor indirectly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise.

Article IV

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

Article V

The location of the registered of this corporation in this state is Minnetonka, Minnesota, and its post office address is 18313 Highway 7, Minnetonka, Minnesota 55345.

Article VI

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of a minimum of three (3) individuals. To the extent consistent with these Articles and permissible under Minnesota Statutes Chapter 317A, the Bylaws of the Corporation shall specify the number, manner for determining the number, term of office, method of selection, powers and duties of the directors of the Corporation, the time and place of their meetings, and such other regulations relating to the Board of Directors as may be desired. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required or permitted to be taken at a meeting of the Board of Directors at which all directors were present; provided, however, that a Board of Directors' action requiring Member approval may be taken by written action only if signed by all of the Directors then in office.

Article VII

No member, director, or officer shall incur any personal liability for corporate actions or obligations.

Article VIII


This corporation shall have no capital stock.

Article IX


This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the corporation, the Board or the officers acting under the direction of the Board, shall distribute the assets of the corporation in the following

order of priority: (1) assets received and held for a special use or purpose in accordance with the uses and purposes for which the assets have been received and held; (2) costs and expenses of the dissolution proceedings, including attorney fees and disbursements, and (3) debts, obligations, and liabilities of the corporation. Any property remaining after the payment of its debts shall be transferred to Independent School District No. 276 (Minnetonka Public Schools) or, if such school district is no longer in existence, in such proportions as the Board of Directors of the corporation shall determine, to one or more organizations which are exempt from federal income taxation under Section 501(a) exclusively for exempt purposes within the meaning of Code Section 501(c)(3) of the Code, or to the State of Minnesota or any political subdivision or agency of the State for exclusively public purposes. No provision of these Articles shall be construed to affect the disposition of property held by the Corporation upon trust or other condition, and upon dissolution of the Corporation, such property shall be transferred in accordance with the trust or condition imposed with respect to it.

IN TESTIMONY WHEREOF, we have hereunto subscribed our names this 9th
day of May, 2011.



Doug Howe, President



TJ Worrell, Secretary

RESOLVED, IN TESTMINONY WHEREOF, the members of the Board have executed these resolutions effective as of the date first written above.

BOARD OF DIRECTORS:



Doug Howe

Lisa Sanderson

Chris Evans

Jon Harris

Sheila McMillan

Pat Egan

TJ Worell

Andy Hill

Chris Hentz

Lance Nelson

Scott Bowman

Nancy Hauser

Jim Van Bergen

Sharon Morgan

Anne Madson

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Andy Hill

A handwritten signature in black ink, appearing to read 'Andy Hill', is written over the signature line for Andy Hill. The signature is stylized and overlaps the line.

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

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Monte Ritchie
Secretary of State