

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF
LAKEVILLE HOCKEY BOOSTERS

Pursuant to Minn. Stat. §317A.131, 317A.133 and 317A.139, LAKEVILLE HOCKEY BOOSTERS, by action of its Directors on September 14, 2005, has adopted the following Amended and Restated Articles of Incorporation, which Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation and all amendments thereto. 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 I

Corporate Name

The name of this corporation shall be LAKEVILLE HOCKEY ASSOCIATION, (the "Corporation").

ARTICLE II

Registered Office

The location and post office address of the registered office of this corporation in Minnesota shall be 19900 Ipava Avenue, P.O. Box 135, Lakeville, Minnesota 55044.

ARTICLE III

Purpose

The primary purpose of this corporation shall be to provide recreational hockey programs for the 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

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 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 management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's By-Laws. The Board of Directors shall consist of the number provided in the By-Laws of the Corporation.

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

Capital Stock

The Corporation shall not have stock. None of the income or surplus assets of the Corporation, if any, shall be distributed in dividends for the personal profit of any individual or non-

charitable institution or corporation. The income and property of the Corporation, wheresoever derived, shall be applied solely toward the promotion of the philanthropic objective of this Corporation and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever, by way or profit to any officer or director of this Corporation, provided that nothing herein shall prohibit the payment, in good faith, or reasonable and proper remuneration to any officer or director or employee of the Corporation, nor prevent the payment of reasonable interest for money lent or reasonable or proper rent for premises demised or let by any officer or director of the Corporation.

ARTICLE XI

Nondiscrimination

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, status with regard to public assistance, disability or age.

ARTICLE XII

Less Than Unanimous Written Action Without a Meeting/Electronic Communications

Any action required or permitted to be taken at a meeting or the Board of Directors may be taken by written action signed by the number of directors require to take the same action at a meeting of the Board of Directors at which all directors were present. A conference among the members of the Board of Directors by any means of communication through which the Directors may simultaneously hear each other during the conference constitutes a Board meeting if the number of Directors participating would be sufficient to constitute a quorum at said meeting.

ARTICLE XIII

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 XIV

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.

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

LAKEVILLE HOCKEY BOOSTERS

Dated: _____

By: Tim Shaw
Its: President

ATTESTED:

Tom Oberg
Its: Secretary