

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
SPRING LAKE PARK DISTRICT #16 YOUTH HOCKEY ASSOCIATION**

The undersigned, Melanie J. Triplett, the Secretary of Spring Lake Park District #16 Youth Hockey Association, a Minnesota nonprofit corporation (the "Company") does hereby certify that the following resolution restating the Company's Articles of Incorporation was unanimously adopted at a meeting of the Board of Directors and Members of the Company held on April 16, 2013, to-wit:

**"BE IT RESOLVED**, that the Articles of Incorporation of Spring Lake Park District #16 Youth Hockey Association are hereby amended and restated in their entirety to read as follows:

I.  
NAME

The name of the Corporation shall be the Spring Lake Park District #16 Youth Hockey Association.

II.  
DURATION

The duration of the Corporation shall be perpetual.

III.  
REGISTERED OFFICE

The location and address of the registered office of the Corporation shall be 9250 Lincoln Street NE, Blaine, MN 55434.

IV.  
PURPOSE AND POWERS

- A. Qualified Purpose. The Corporation shall be organized exclusively to support youth amateur athletics and other educational, charitable, religious, literary and scientific purposes, and the making of distributions to organizations that qualify as educational, charitable, religious, literary or scientific exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as may be hereafter amended, or the corresponding provisions of any future United States revenue law (the "Internal Revenue Code").
- B. Corporate Powers. Without expanding the limited purposes of the foregoing, the Corporation is organized and shall be operated exclusively to engage in, advance, support, promote and administer educational, charitable, religious, literary and scientific activities, causes and projects in its own behalf or as the agent, trustee, or representative of others, including the power:

1. To aid, assist and contribute to the support of organizations, associations, trusts, foundations and institutions (i) that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code, (ii) that are described in Section 501(c)(3) of the Internal Revenue Code, and (iii) that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code; or to engage in activities on behalf of the Corporation which would so qualify.
2. To acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, right, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of the Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same.
3. To develop, manufacture, trade and deal in and with goods and services of any kind and nature whatsoever including real estate, to acquire the assets, tangible or intangible, of any proprietorship, trust, partnership, limited liability company or corporation, and to assume, in whole or in part, the liabilities or obligations of any such proprietorship, trust, partnership, limited liability company or corporation.
4. To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures, and other securities and obligations, and evidences of indebtedness, payable at specified times or upon the happening of specified events, whether secured by a mortgage, pledge or otherwise, or unsecured.
5. To subscribe for purchase or otherwise acquire, and hold with the same rights of ownership therein, including the right to vote, as may be permitted to natural persons the shares, bonds and obligations of any corporation organized under the laws of the state or the federal government.
6. To have and exercise all powers incident and necessary to effect all the purposes of the Corporation, including the acquisition, retention, improvement, selling, dealing in and exercising of all rights of ownership over any and all kinds of personal and real property whatsoever and wheresoever situated.
7. To have and exercise all the powers, rights and privileges now or hereafter conferred by the laws of the State of Minnesota, and to do all things set forth in these Articles to the same extent as natural persons might do.
8. To enter into joint ventures, partnerships, limited liabilities companies or

such other singular and combined business entities and relationships as may be in the best interest of the Corporation and to have and exercise all powers incident and necessary to effectuate these relationships.

Provided that such powers are consistent with the foregoing purposes and those afforded to the Corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto (to the extent applicable to the Corporation); and further provided that all such powers of the Corporation shall be exercised only so that the activities of the Corporation shall be exclusively within the contemplation of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code, and of exemption from taxation under Section 290.05, Subdivisions 2, of the Minnesota Statutes; provided further, however, that the reference herein to Section 290.05, Subdivision 2, of the Minnesota Statutes shall not permit, and shall not be taken as permitting the Corporation to have or exercise any power which is not within the contemplation of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code; and provide finally, however, that the Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Section 170(c)(2) of the Internal Revenue Code.

All references in these Articles of Incorporation to a particular section of the Internal Revenue Code shall mean and include such code as now enacted or as hereafter amended, and such section and any provisions of federal law as is or may hereafter be applicable, cognate to such section; and the references in this Article II to Section 290.05, Subdivision 2, of the Minnesota Statutes shall mean and include such statutes as now enacted or as hereafter amended, and such provision and any provision of Minnesota law as is or may hereafter be applicable, cognate to such provision.

## V. STOCK

The Corporation shall have no capital stock, either authorized or issued.

## VI. BOARD OF DIRECTORS

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the directors of the Corporation; the time and place of their meetings; and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation or, if not set forth therein, as determined by the Board of Directors.

VII.  
MEMBERS

Members shall include (1) all Directors of the Corporation; (2) any adult having a child registered as a participant in the programs administered by the Corporation pursuant to participant requirements as determined by the Board of Directors and set forth in the Corporation's Bylaws; and (3) and such other adults with an interest in or active participation within the Corporation pursuant to terms set by the Board of Directors for such membership as set forth in the Corporation's Bylaws.

VIII.  
INCORPORATOR

The name and address of the incorporator is as follows:

Melanie Triplett  
9250 Lincoln Street NE  
Blaine, MN 55434

IX.  
LIMITATIONS

- A. General Restrictions. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- B. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- C. No Lobbying. No substantial part of the activities of the Corporation shall be 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 any candidate for public office.
- D. No Related Party Loans. The Corporation shall not lend any of its assets to any officer, director, or member of the Corporation, or guarantee to any person the payment of a loan by any officer, director, or member of the Corporation.
- E. No Self Dealing. The Corporation will not engage in any act of self dealing as

defined in Section 4941(d) of the Internal Revenue Code.

- F. Required Distribution of Income. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income determined under Section 4942 of the Internal Revenue Code.
- G. No Excess Business Holdings. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
- H. Limited Investments. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.
- I. Limited Expenditures. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
- J. No Prohibited Transaction. The Corporation will refrain from acting, and will act as necessary, to prevent any prohibited transaction for which the Corporation may be subject to taxes imposed under Chapter 42 of the Internal Revenue Code.

#### X.

#### LIABILITY LIMITATIONS

- A. No Liability for Obligations. The officers, directors and members of the Corporation shall not be personally liable to any extent whatsoever for any debts, liabilities, or obligations of the Corporation.
- B. Breach of Duty. A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its members, beneficiaries or others (b) for acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of law, (c) under Section 302A.559 of the Minnesota Business Corporation Act or Section 80A.23 of the Minnesota Securities Act, or (d) for any transaction from which the director derived an improper personal benefit. If the Minnesota Business Corporation Act or Minnesota Nonprofit Corporation Act is amended after this Article becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Minnesota Business Corporation Act or Minnesota Nonprofit Corporation Act, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

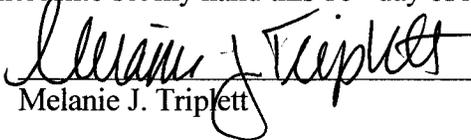
XI.  
POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall take action by the affirmative vote of a majority of the voting power of the Directors. The Directors may vote in person or by proxy at any duly held meeting. Any action required or permitted to be taken at a meeting of the Corporation's Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present.

XII.  
DISSOLUTION

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, charitable, religious, literary 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. Any such assets not so disposed of shall be distributed 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 WITNESS WHEREOF, I have hereunto set my hand this 16<sup>th</sup> day of April, 2013.

  
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Melanie J. Triplett