

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDGCUMBE COMMUNITY CENTER HOCKEY BOOSTER CLUB

The undersigned, the President and Secretary of Edgumbe Community Center Hockey Booster club, a Minnesota nonprofit corporation ("Corporation"), hereby execute and acknowledge these Articles of Amendment adopted under Minn. Stat. 317A.139.

The amendment correctly sets forth without change the corresponding portions of the articles as previously amended and approved by the Board of Directors of the Corporation.

The Articles of Incorporation of Edgumbe Community Center Hockey Booster Club are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the Corporation shall be:

Edgumbe Community Center Hockey Booster Club.

ARTICLE II

This Corporation is organized exclusively for charitable and educational purposes, and to foster amateur sports competition, all within the meaning of Section 501(c) (3) of the Internal Revenue Code. Consistent with those purposes, the Corporation shall be operated for the promotion of social welfare and specifically for the purpose of assisting public, private and parochial schools within the city limits of St. Paul, Minnesota, and the St. Paul Parks Board and its community recreation programs or their equivalent, in their respective endeavors to provide quality athletic programs for the enhanced education and socialization of St. Paul youth. This Corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incident to the transaction of the business of this Corporation or expedient for the attainment of the purposes stated herein.

In furtherance of the purposes set forth above, this Corporation can advance, promote and administer activities which promote the above purposes on its own behalf or as agent, trustee or a representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for the purposes and which are described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the net income or net earnings of this Corporation shall inure to the benefit of any member, private shareholder or individual. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for the public office.

This Corporation shall not lend any of its assets to any officer, director or member of this Corporation or guarantee to any other person the payment of a loan made to an officer, director or member of this Corporation.

Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this Corporation for services rendered by them to this Corporation.

ARTICLE IV

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

ARTICLE V

The registered office of this Corporation shall be located at 1035 Otto Avenue, St. Paul, Minnesota 55102.

ARTICLE VI

This Corporation shall not have members with voting rights. The Board of Directors may establish a class or classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

ARTICLE VII

The management and direction of the business of this Corporation shall be vested in a Board of Directors. The number, term of office, powers, authority and duties of members of the Board of Directors, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Amended and Restated Articles of Incorporation shall be as specified from time to time in the Bylaws of this Corporation. This Corporation may have ex officio, honorary or advisory members of the Board of Directors.

The Board of Directors may act, in lieu of a meeting, by written record of action signed by a majority of the Board or as otherwise provided in the Bylaws.

ARTICLE VIII

The number of members of the Board of Directors shall be at least three (3) and no more than seven (7), to be determined by the Board of Directors from time to time. Each duly elected or appointed director shall serve until the next to occur annual meeting of the Board of Directors and until his or her respective successor has been elected and has qualified, or as otherwise provided in the Bylaws. The names and addresses of the initial directors are as follows:

Thomas R. Campbell, 1252 James, St. Paul, MN
Daniel J. Riehle, 1812 Jefferson, St. Paul, MN
Richard Brown, 1604 Laurel, St. Paul, MN

ARTICLE IX

This Corporation shall have no capital stock. The members of this Corporation shall be those persons who are elected from time to time to the Corporation's Board of Directors.

ARTICLE X

The members of this Corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members be subject to the payment of the debts or obligations of this Corporation to any extent whatsoever.

ARTICLE XI

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XII

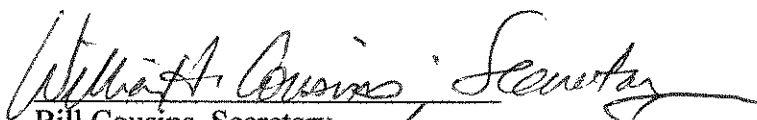
This Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this Corporation for any reason any surplus property remaining after the payment its debts shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c)

(3) of the Internal Revenue Code. Any such assets not so distributed shall be distributed by the District Court located in Ramsey County, Minnesota to an organization, qualified under Section 501(c)(3), to be in such a manner as in the judgment of the Court will best accomplish the general purposes for which this corporation was organized. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this Corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

The Amended and Restated Articles of Incorporation were adopted by written action approved by the directors of the Corporation and are effective upon the filing of these Amended and Restated Articles with the Minnesota Secretary of State.

IN WITNESS WHEREOF, I have signed my name this 4 day of December, 2012.


Dan Muccio, President

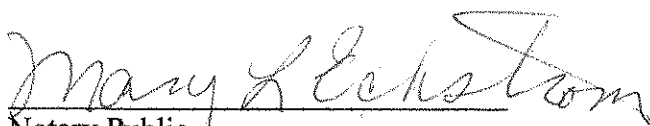

Bill Cousins, Secretary

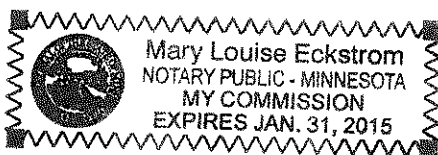
STATE OF MINNESOTA)

ss:

COUNTY OF RAMSEY)

The foregoing instrument was acknowledged before me this 4th day of December, 2012, by Dan Muccio and Bill Cousins, respectively the President and Secretary of Edgumbe Community Center Hockey Booster Club, a Minnesota non-profit corporation, for and on behalf of said corporation.


Notary Public



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 31 2012


Secretary of State