

**SECOND RESTATED ARTICLES OF INCORPORATION OF
MINNESOTA BOYS SCHOLASTIC LACROSSE ASSOCIATION**

Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, certain amendments to the Articles of Incorporation of Minnesota Boys Scholastic Lacrosse Association have been properly adopted by the Board of Directors as authorized by the Members of the corporation. The following Restated Articles of Incorporation incorporate all such amendments and restate, supersede, and take the place of the existing Articles of Incorporation of Minnesota Boys Scholastic Lacrosse Association.

ARTICLE 1.

NAME

The name of the Corporation is: Minnesota Boys Scholastic Lacrosse Association.

ARTICLE 2.

PURPOSES AND AUTHORITY

The purpose of the Corporation shall be to promote the sport of lacrosse and to organize, operate and promote lacrosse leagues for youth age 18 and younger throughout the State of Minnesota and surrounding states. The Corporation is organized and shall be operated exclusively for the purposes contemplated and permitted by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 290.05 of the Minnesota Statutes. The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under 501(c)(4) of the Internal Revenue Code. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

ARTICLE 3.

PECUNIARY GAIN

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(4) of the Code.

ARTICLE 4.

REGISTERED OFFICE

The address of the registered office of the Corporation is 4880 Churchill Street, Shoreview, Minnesota 55126.

ARTICLE 5.

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, qualification, 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 shall be as specified in the Bylaws of the Corporation.

ARTICLE 6.

DIRECTORS' ACTION

An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided, that all directors shall be notified of the text of the written action.

ARTICLE 7.

MEMBERS

The Corporation shall have members. There shall be one class of members unless otherwise provided in accordance with the Bylaws of the Corporation. The terms and conditions of membership shall be established in accordance with the Bylaws of the Corporation.

ARTICLE 8.

PERSONAL LIABILITY

No person who has served or is serving as a director or officer shall be personally liable for obligations or debts of the corporation [based on their service as officer or director] except to the extent such person has unlawfully misappropriated funds to his or her use or benefit or is liable as a responsible party per state or federal law.

ARTICLE 9.

AMENDMENTS

The Articles of Incorporation may be amended only when approved by a majority of the Board of Directors and the voting members of the Corporation.

ARTICLE 10.

DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, to, one or more charitable or social welfare organizations, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

CERTIFICATION

The attached amendment of the Articles of Incorporation of Minnesota Boys Scholastic Lacrosse Association is being executed by the President of this Corporation. This amendment has been approved pursuant to chapter 317A, Minnesota Statutes. I certify that I am authorized to execute this amendment and further certify that I understand that by signing this amendment I am subject to the penalties of perjury as set forth in 609.48 as if I had signed this amendment under oath.

Damon Kocina, President

November _____, 2014

Date