

APPROVED  
AND  
FILED

ARTICLES OF INCORPORATION

OF

2006 MAR 17 PM 2: 52

SOUTH STARS HIGH SCHOOL HOCKEY ASSOCIATION, INC.

IND. SECRETARY OF STATE

The undersigned incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), executes the following Articles of Incorporation (the "Articles").

ARTICLE 1

Identification

Section 1.01. Name. The name of the Corporation is: South Stars High School Hockey Association, Inc.

ARTICLE 2

Purpose and Powers

Section 2.01. Type of Corporation. This Corporation is a public benefit corporation.

Section 2.02. Primary Purposes. The purposes for which this Corporation is organized are as follows:

Clause (a). Charitable and Educational Purposes and to Foster Amateur Sports Competition.

(1) To further the charitable and educational purposes and to foster national and international amateur sports competition as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and limited thereby, through the:

- (i). Education of Indiana high school student athletes about the sport of hockey, its technical fundamentals, and the importance of team interaction.
- (ii). Organization and oversight of an amateur competitive hockey team or teams in association with USA Hockey to participate and compete as member teams in the Hoosier High School Hockey Association and the Indiana State High School Hockey Association, their successors or such similar associations as the Board, in its discretion, may deem appropriate; and,

(2) To perpetuate the above purpose in the event of dissolution by distributing any and all assets to a successor organization similarly dedicated to educational, literary and scientific purposes as defined by the Code.

Clause (b). Additional Purposes. In addition, the Corporation is formed for the purpose of assisting and engaging in all activities which serve the educational purposes or the promotion of national or international amateur sports competition, which are permitted by the Act. and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501(c)(3) of the Code, and the regulations issued pursuant thereto, as amended (the "Regulations") or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, and the Regulations.

Clause (c). Limitations. Nothing contained in these Articles of Incorporation shall be construed to authorize the Corporation to engage in any activities or perform any functions which are not within the definitions of educational, literary or scientific purposes as set forth in Section 501(c)(3) of the Code and the Regulations.

Section 2.03. Limitations Upon Powers. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a member, Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a member, Director or Officer to the Corporation. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

### ARTICLE 3

#### Registered Office and Registered Agent

Section 3.01. Registered Office. The street address of the registered office of the Corporation is:

520 N. State Rd. 135, Suite M133  
Greenwood, Indiana 46142

Section 3.02. Registered Agent. The name and address of the registered agent of the Corporation is:

John M. White, Esq.  
600 N. Emerson Ave.  
P.O. Box 405  
Greenwood, IN 46142

### ARTICLE 4

#### Incorporator

Section 4.01. Name and Address of Incorporator. The name and address of the incorporator is as follows:

John M. White  
600 N. Emerson Ave.  
P.O. Box 405  
Greenwood, IN 46142

### ARTICLE 5

#### Members

Section 5.01. Membership. The Corporation shall have members consisting of such natural persons as may be nominated and selected as such pursuant to the provisions of the Code of By-Laws.

### ARTICLE 6

#### Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 6.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 6.02. Initial Directors. The following individuals are appointed as the initial members of the first Board of Directors of the Corporation, to hold office for the terms indicated below or until their successors are duly elected and qualified:

1. Mark Shaver: until the 1<sup>st</sup> annual meeting of the members
2. Brian Walker: until the 2<sup>nd</sup> annual meeting of the members
3. Mark Fink: until the 1<sup>st</sup> annual meeting of the members

Section 6.03. Code of By-Laws. The Board of Directors of the Corporation shall have the power, without the assent of the members, to make, alter, amend or repeal the Code of By-Laws of the Corporation.

Section 6.04. Limitation on Powers of Members and Board of Directors. Notwithstanding any contrary provisions in these Articles neither the members nor the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(a)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws [or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

Section 6.05. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles or in any amendment hereto; in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

## ARTICLE 7

### Dissolution

Section 7.01. Dissolution. In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to the United States, the State of Indiana, exclusively for public purposes, the municipality in which the registered office of the Corporation is located, any instrumentality or subdivision thereof, exclusively for public purposes, or to any nonprofit Corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is an exempt organization under the provisions of Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for such tax-exempt purposes Court shall determine. No member, Director or Officer of the Corporation or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

## ARTICLE 8

### Restrictions Applicable if the Corporation Is Or Becomes A Private Foundation

Section 8.01. Restrictions. Notwithstanding anything contained in the Articles to the contrary, in the event and if for any reason the Corporation should fail to qualify as a "public charity" and is classified as a "private foundation" as that term is defined in Section 509(a) of the Code, or corresponding provisions of any subsequent Federal tax laws, or is classified as a private "operating foundation" as that term is defined in Section 4942(j)(3) of the Code, or to comply with Section 508(e) of the Code, and for so long as the Corporation may be deemed to be a "private foundation" or a private "operating foundation", the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions and limitations:

Clause (a). The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any subsequent Federal tax laws;

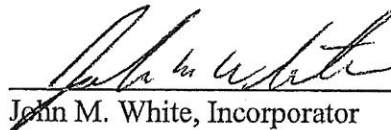
Clause (b). The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or the corresponding provisions of any subsequent Federal tax laws;

Clause (c). The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or the corresponding provisions of any subsequent Federal tax laws;

Clause (d). The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding provisions of any subsequent Federal tax laws; and

Clause (e). The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code. or the corresponding provisions of any subsequent Federal tax laws.

EXECUTED this 17<sup>th</sup> day of March, 2006.

  
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John M. White, Incorporator