

**ARTICLES OF INCORPORATION**

**OF**

**MINOT SOCCER ASSOCIATION**

The undersigned, a natural person of the age of 18 years or more, pursuant to the provisions contained in Section 10-24-28 of the North Dakota Century Code, and acting as the incorporator of a non-profit corporation organized pursuant to Chapter 10-24, North Dakota Century Code, adopts the following Articles of Incorporation by signing, verifying, and delivering the within Articles of Incorporation in duplicate to the North Dakota Secretary of State.

**ARTICLE I**

The name of this corporation shall be: **MINOT SOCCER ASSOCIATION.**

**ARTICLE II**

The period of its duration shall be perpetual as authorized by Section 10-24-29 (2) of the North Dakota Century Code.

**ARTICLE III**

This corporation is formed exclusively for charitable and educational purposes, and in particular, to promote youth and amateur soccer in and around Minot, North Dakota; to provide recreational facilities which in turn will stimulate an interest in soccer in the schools, playgrounds, parks and park districts; to give encouragement, coaching and instructions to young soccer players; to organize and manage soccer teams, leagues, tournaments and exhibitions; to cooperate with the United States Soccer Federation, the United States Youth Soccer Association, Inc., and

other recognized associations for the promotion of youth and amateur soccer, and generally to teach and to promote sportsmanship, recreation and health in Minot, North Dakota. This corporation is not formed for pecuniary or financial gain. The purposes for which the corporation is to be formed and the powers which it is to exercise are:

(a) Subject to the restrictions and limitations hereinafter set forth, the purposes recited above and all purposes and powers allowed by law, including the power to receive and maintain a fund or funds, real or personal property, or both, and to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for such charitable and educational purposes, either directly or by contribution to organizations that also qualify as exempt under the Internal Revenue Code.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes) and no member, trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Further, 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 any political campaign in behalf of any

candidate for public office.

(c) The corporation shall distribute its income for each taxable year at such time in such manner so as not to become subject to the tax on non-distributed income imposed by the Internal Revenue Code or any corresponding provision of any subsequent federal laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, 1954, or corresponding provisions of any subsequent federal laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in any such matters subjected to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(h) Notwithstanding any other provisions of these articles the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501 of the Internal Revenue Code in its regulations as they now exist or may hereinafter be amended, or

make contributions to any organizations which would then qualify under the provisions of Section 501 of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

(i) Upon dissolution of the corporation or winding up of its affairs the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

#### ARTICLE IV

The registered office of this corporation shall be 2625 8th Street NW, Minot, North Dakota 58701, and the name of the initial registered agent at such address is Petter E. Thunshelle.

#### ARTICLE V

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Petter E. Thunshelle	2625 8th St. NW, Minot, ND 58701

#### ARTICLE VII

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, 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 Articles of Incorporation shall be specified from time to time in the By-laws of this corporation.

**ARTICLE VIII**

The number of directors constituting the first Board of Directors is five (5), each of whom shall serve until his term ends as provided in the By-laws. The names and addresses of each such director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael P. Kelly	P.O. Box 6001 1509 12th St. NW Apartment B Minot, ND 58701
Petter E. Thunshelle	2625 8th St. NW Minot, ND 58701
Erv O. Johnson	1720 7th St. NW Minot, ND 58701
Larry A. Roth	1221 Sunset Blvd. Minot, ND 58701
Michael D. Fiske	1501 5th Ave. NW Minot, ND 58701

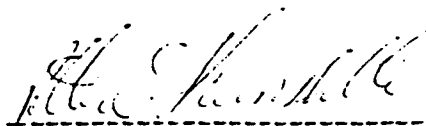
**ARTICLE IX**

This corporation shall be a membership corporation and the rights and obligations of the members shall be as established in the By-laws.

**ARTICLE X**

These Articles of Incorporation may be amended from time to time in the manner prescribed in the By-laws.

IN WITNESS WHEREOF, the undersigned has set his hand this  
\_\_\_\_\_ day of March, 1985.

  
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Petter E. Thunshelle

STATE OF NORTH DAKOTA )  
 )  
COUNTY OF WARD )

Before me a notary public in and for Ward County, North Dakota, personally appeared Peter E. Thunshelle, the incorporater of Minot Soccer Association, who first being on oath duly sworn deposed and said that the above and foregoing Articles of Incorporation are true and correct to the best of his knowledge, information and belief.

*3-20 1985*  
\_\_\_\_\_  
Nevin Van de Streek  
Notary Public  
Ward County, North Dakota  
My Commission Expires 8-1-88

STATE OF NORTH DAKOTA  
Secretary of State  
Certificate No. ~~38297~~ 38297  
Filed for record on ~~6/1~~ 30  
Day of *May* 1985  
*Ben Meier*  
Notary Public  
*DMK*