

ARTICLES OF RESTATEMENT
OF
MCLEAN YOUTH SOCCER ASSOCIATION

The undersigned, on behalf of the corporation set forth below, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia (the "Act"), states as follows:

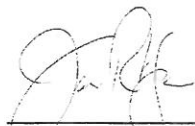
1. The name of the corporation immediately prior to restatement is McLean Youth Soccer Association.
2. The restatement amends and restates the articles of incorporation in its entirety.
3. The text of the amended and restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on March 4, 2014.
5. The restatement was proposed by the board of directors of the Corporation and submitted to the members in accordance with the provisions of Act, and at a meeting of the members at which a quorum of each voting group was present:

(a) The total number of votes cast for and against the restatement by each voting group entitled to vote separately on the restatement was:

Voting Group	Total Votes For	Total Votes Against
<u>Members</u>	<u>24</u>	<u>1</u>

(b) The number of votes cast for the restatement by each voting group was sufficient for the approval by that voting group.

Executed in the name of the corporation by:



James Socas, Chairman of the Board

March 4, 2014

SCC ID no. 05701214

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MCLEAN YOUTH SOCCER ASSOCIATION

1. The name of the corporation is: MCLEAN YOUTH SOCCER ASSOCIATION.
2. The corporation is organized and is to be administered exclusively for charitable and educational purposes (as provided by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code), and more specifically to provide soccer activities to the youth of the McLean, Virginia area.
3. The corporation is to have members as provided in the bylaws of the corporation.
4. The directors of the corporation shall be elected or appointed as provided by the bylaws of the corporation.
5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article 2 of these articles of incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. On the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any of those assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for those exempt or public purposes or to such an organization or organizations, as that court shall determine, which are organized and operated exclusively for those exempt or public purposes.
7. To the fullest extent permitted by law, a director or officer of the corporation shall not be liable for monetary damages. To the fullest extent permitted by law, the corporation shall indemnify and advance reasonable expenses to, any individual who was, is, or is threatened to be made a party in any proceeding because he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.