



STATE OF WASHINGTON SECRETARY OF STATE

Ralph Munro, Secretary of State

199-1366.0

APPLICATION TO FORM A NONPROFIT CORPORATION

(Per Chapter 24.03 RCW)

FEE: \$30

EXPEDITE (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS ON OUTSIDE OF ENVELOPE

- Please PRINT or TYPE in black ink
Sign, date and return original and one copy to:

CORPORATIONS DIVISION
505 E. UNION • PO BOX 40234
OLYMPIA, WA 98504-0234

RALPH MUNRO SECRETARY OF STATE

FOR OFFICE USE ONLY

FILED: 7 14 2000 UBI: 602 056 120
CORPORATION NUMBER:

- Be sure to include filing fee. Checks should be made payable to "Secretary of State"

IMPORTANT! Person to contact about this filing: Cindy Bassage
Daytime Phone Number (with area code): 253 564-3304

ARTICLES OF INCORPORATION

NAME OF CORPORATION: University Place Soccer Club
EFFECTIVE DATE OF INCORPORATION: Upon filing by the Secretary of State
TERM OF EXISTENCE: Perpetual
PURPOSE FOR WHICH THE NONPROFIT CORPORATION IS ORGANIZED: To promote and to facilitate youth soccer.

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT: Cindy Bassage, 9626 57th. St. Ct. W, University Place, WA 98467
Signature of Agent: Cindy Bassage, Date: 7-11-00

NAMES AND ADDRESSES OF EACH INITIAL BOARD DIRECTOR: Corky Vargas, 2918 Crystal Springs, University Place, WA 98466

NAMES AND ADDRESSES OF EACH INCORPORATOR: Kathy Weber, 3419 Tahoma Place W, University Place, WA 98466

SIGNATURE OF INCORPORATOR: Cindy Bassage, Title: Treasurer, Date: 7-11-00

FOR OFFICE USE ONLY

Check - 07/11/2000 - 146394

Board Of Directors:

Cindy Bassage
9626 57th Street Ct W
University Place, Washington 98467

Sandy Estep
4303 Arbordale Ave
University Plae, Washington 98466

FILED
SECRETARY OF STATE
SAM REED

April 17, 2006

STATE OF WASHINGTON

**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
UNIVERSITY PLACE SOCCER CLUB**

Pursuant to the provisions of Revised Code of Washington 24.03.170 of the Washington Nonprofit Corporation Act, UNIVERSITY PLACE SOCCER CLUB, a Washington nonprofit corporation, (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is UNIVERSITY PLACE SOCCER CLUB.
2. The Amendments to the Articles of Incorporation of the Corporation are as

follows:

(a) Article Four regarding the purposes of the Corporation is hereby amended in its entirety to read as follow:

Article Four

Section 1. Purposes. The purposes for which this Corporation is formed are exclusively charitable or educational and consist of the following:

- A. To govern, promote, cultivate and further develop the game of soccer for children and adults.
- B. To provide information, education, teaching and training programs for soccer players, coaches, referees, administrators and members of the Corporation.
- C. To promote sportsmanship and develop leadership.
- D. To develop physical fitness and mental alertness.

E. To participate and associate with other soccer leagues, groups, associations and teams in order to arrange for competition.

F. To implement and enforce uniform rules and regulations, consistent with the principles and laws of the *Federation Internationale de Football Association* ("FIFA"), except as modified for youth soccer and promulgated in the Corporation's rules of competition;

G. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific or educational purposes; no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and

H. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts institutions, foundations or government bureaus, departments or agencies.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Section 3. Limitations. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code, as amended, or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

(b) Article Five regarding voluntary dissolution is hereby amended in its entirety to read as follow:

Article Five

Upon the winding up and dissolution of the Corporation, after paying or making adequate provision for the payment of all liabilities, all remaining assets shall be distributed by the Board of Directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for religious, charitable, educational and/or scientific purposes, and which at the time qualifies for tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision. Any assets not so disposed of shall be disposed of by the Superior Court of Pierce County, Washington, for the purposes set forth in Article Four of these Articles of Incorporation or to such organization or organizations as the Superior Court of Pierce County shall determine to be organized and operated for similar purposes. No director, officer, or member of the Corporation, nor any private person, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs.

(c) A new Article Six is hereby added to read as follow:

Article Six

A director or officer shall have no liability to the Corporation for monetary damages for conduct as a director or officer, except for acts or omissions that involve intentional misconduct by the director or officer, or a knowing violation of law by a director or officer, where the director or officer votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director or officer will personally receive a benefit in money, property or services to which the director or officer is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

(d) A new Article Seven is hereby added to read as follow:

Article Seven

Section 1. Right to Indemnification. The Corporation shall indemnify any director or officer of the Corporation, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

Section 2. Indemnification of Employees and Agents. By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation.

Section 3. Right to Designate Counsel. The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Section 4. Payment of Expenses. Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, shall be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation may be, but is not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the Corporation to repay all amounts advanced by the Corporation in the event that it is later determined that such person is not entitled to be so indemnified.

Section 5. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation or is serving at the request or consent of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 6. Nonexclusivity of Rights. The right to indemnification conferred by this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as


presently in effect and as hereafter amended), the right to indemnification conferred by this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles of Incorporation, the bylaws of the Corporation, a vote of the Board of Directors of the corporation, or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the Corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the members or directors of this Corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law. No amendment to or repeal of this Article shall adversely affect any right of protection of any trustee, director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

Section 7. Limitations. Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the Corporation to lose its tax exempt status from federal income taxation.

3. The foregoing amendments to the Articles of Incorporation were approved at a duly convened meeting of the members held at University Place, Washington on February 27, 2006. A quorum was present at such meeting and the amendments to the Articles of Incorporation received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast.

DATED this 14th day of April, 2006.



Charles W. Dent, President