



**ARTICLES OF INCORPORATION  
OF THE  
ST PAULS SOCCER ASSOCIATION INC.**



The undersigned natural persons of the age of twenty-one (21) years or more do hereby associate ourselves into a Corporation, under the Laws of the State of North Carolina as contained in Chapter 55A of the General Statutes of North Carolina, entitled “North Carolina Non Profit Corporation Act”, and the several amendments thereto, and to that end do hereby set forth as follows:

**ARTICLE I**

**Name**

1.01. **Name.** The Corporation shall be known as the ST PAULS SOCCER ASSOCIATION INC. The initials “SPSA” shall equally refer to the Corporation

**ARTICLE II**

**Registered Agent and Office**

2.1. **Principal Agent/Registered Agent.** The name of the initial registered agent of the Corporation is Brent Martin.

2.2. **Principal Office/Registered Office.** The street address of the initial registered office of the Corporation is 2180 N McMillan Avenue, Lumberton, Robeson County, NC 28358.

**ARTICLE III**

**Incorporators**

3.01. The name and address of each incorporator of the Corporation are:

Brent Martin

2180 N McMillan Ave  
Lumberton, North Carolina 28358

Brian Nolley

112 Mercedes Lane  
Lumberton, North Carolina 28358

## ARTICLE IV

### Members

4.01. **Condition of Membership.** The Corporation members shall consist of those parents and guardians of children age 4-19 years of age participating in the various leagues set up by the corporation within the previous year as well as registered coaches, and team managers of teams within the past 12 months.

4.02. **Voting Rights.** Voting members of the Corporation shall be the duly registered coaches, assistant coaches, and team managers of ST PAULS SOCCER ASSOCIATION INC. teams within the past 12 months with each member having the ability to cast ONE (1) vote on each matter brought up at the Annual General Meeting or any special meeting called by the Board of Directors.

## ARTICLE V

### Directors

5.1. **Number of Directors.** The Board of Directors of the Corporation shall consist of four members, who need not be residents of any particular state. The number of directors shall be increased or decreased from time to time by amendment of this Section of these Articles of Incorporation, but no decrease shall have the effect of shortening the term of any incumbent director.

5.2. **Name and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Board of Directors of the Corporation and their initial terms office, shall be as follows:

Brent Martin	2 Years 2180 N McMillan Avenue Lumberton, NC 28358
Brian Nolley	2 Years 112 Mercedes Lane Lumberton, NC 28358
Danny Garcia	2 Years 175 Broadwell Road St. Pauls, NC 28384

5.3. **Annual Meeting.** Directors shall be elected at an annual meeting of the corporation members. The date of this meeting shall be set by a majority of the Board of Directors and shall be no more than 13 months after the previous annual meeting. Members must be notified of the meeting no less than 30 days before it occurs.  
A quorum for the annual meeting shall consist of 20% of eligible voting members.

5.4. **Board Meetings.** Regular board meetings shall be held as necessary at a time and location agreed to by a majority of the Board of Directors. All members of the Corporation, voting and non-voting, shall have the right to attend the board meetings. There will be at least two Board Meetings per year, each taking place prior to the spring and fall soccer seasons.

**5.5. Transactions with Directors.** Any contract or other transaction between the Corporation and a director, or between the Corporation and any firm, organization or corporation of which a director is a member, employee, director, or officer, or in which the director has an interest, shall be valid for all purposes, if the fact of such interest was disclosed or known to the Board of Directors and if the Board of Directors authorizes or ratifies the contract or transaction, or if the contract or transaction is fair to the corporation. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under applicable law.

**5.6. Indemnification.** The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, many indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification many continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will insure to the benefit of their heirs and personal representatives of that person. The Corporation, acting through its Board of Directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent of the corporation, when the said director, officer, employee, or agent has incurred expenses or liabilities (including attorneys' fees), which, in the absolute discretion of the Board of Directors, are considered to have been incurred on behalf of the Corporation. The rights set forth in this section shall be in addition to any rights for indemnification provided by applicable law. The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the Corporation could indemnify that person against such liability under the provisions of this Section.

**5.7. Removal of Directors.** One or more of the directors or the entire Board of Directors may be removed for cause, by a vote of the members of a two-thirds majority then entitled to vote for the election of directors. A director shall be entitled to receive notice of, and a hearing with respect to, his or her removal for cause in accordance with the due process requirements of Chapter 55A of the General Statutes of North Carolina.

**5.8. Officers.** The Corporation shall have officers consisting of a President, a Vice-President, a Secretary and a Treasurer, and such other positions as laid out in the Bylaws. All officers of the Corporation shall be selected by and serve at the pleasure of the Board of Directors.

## **ARTICLE VI**

### **Purposes, Foreign Business, and Duration**

**6.1. Purposes.** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The Corporation may employ, hire and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors and in particular, to engage in the business of providing means and facilities for children and adolescents from 4-19 years of age to engage in and learn the sport of soccer, and to do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation. To carry out any one or more of purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association of corporation. In general to have, to exercise and to carry on any business which may seem to the Corporation capable of being conveniently carried on in connection with the educational purpose laid out above or which may seem to be calculated directly or indirectly to be beneficial to the Corporation, not forbidden by the laws of the State or North Carolina, section 501(c)(3) of the Internal Revenue Code, to corresponding section of any future tax code, and with all the powers now or hereafter conferred upon corporations by the State of North Carolina; and do any and all of the things herein set forth to the same extent that a natural person might or could do, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any matter general powers of the Corporation.

**6.2. Conducting Business in Other Jurisdictions.** The Corporation may conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the full extent permitted by the laws of the state, territory, district, or possession of the United States, or by the foreign country; and it may limit its purpose or purposes in any state, territory, district, or possession of the United States, or foreign country.

**6.3. Period of Duration.** The period of duration of the Corporation shall be perpetual.

## **ARTICLE VII**

### **Additional Powers**

7.1. In addition to the powers granted corporations under the laws of the State of North Carolina, this association shall have full power and authority to:

- (a) Accept by gift, grant, devise, bequest, purchase or otherwise and to hold for investment or in trust and to sell, donate, or otherwise dispose of any money or personal property for its own use and for the purpose of obtaining income from accumulated funds, or for the purpose of accomplishing any of the objects set forth in this charter.
- (b) Lease, rent, purchase, own, operate, develop and encumber real estate or personal property for its own use, for the purpose of obtaining income from accumulated funds, or for the purpose of accomplishing any of the objects set forth in these Articles of Incorporation.
- (c) Employ such agents and employees and pay expenses as may be necessary for the operation of the affairs of the Corporation.
- (d) To do and perform such acts and things as are allowed by law and may be reasonable, convenient or necessary to attain the objects and ends for which this Corporation was organized.

## **ARTICLE VIII**

### **Compensation**

8.01. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers, or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 carry on other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future income tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future tax code.

## **ARTICLE IX**

### **Affiliation**

9.01. The corporation shall be affiliated with the North Carolina Youth Soccer Association (NCYSA), the United States Youth Soccer Association (USYSA), the United States Soccer Federation (USSF), US Club Soccer, SAYSSoccer, and such other associations or organizations as the Corporation may deem beneficial to its Members of the game of soccer. The Corporation, in conducting its business and administering the soccer league(s) and teams governed by the Corporation, shall at all times comply with the authority, laws, and rulings of the NCYSA, USYSA, USSF, US Club Soccer, SAYSSoccer, and the authority, laws, and rulings of the NCYSA, USYSA, USSF, US Club Soccer, and SAYSSoccer shall prevail in the event of a conflict between the same

and the Corporation's Bylaws, Rules and/or Guidelines. Notwithstanding the foregoing, if NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer permit the Corporation or affiliating leagues to make rules, bylaws, rulings, or take any other actions which may be different and/or more or less stringent than the authority, laws and rulings of NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer, the Corporation is empowered to take such actions and the same shall not be deemed to be in conflict with the authority, laws, and rulings of NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer.

## ARTICLE X

### Amendment and Fundamental Changes

**10.1 Amendment.** These Articles of Incorporation may be amended only by the written consent or affirmative vote of two-thirds (66.7%) of the voting members, except that any section of these Articles of Incorporation that provides for a greater vote of the voting members may be amended only upon the written consent or affirmative vote of the voting members provided for in that section. Members must be notified of proposed amendments no less than 30 days before they are voted upon. Amendments shall become effective at the beginning of the next seasonal year unless otherwise specified.

**10.2. Fundamental Changes.** The affirmative vote or written consent of 66 2/3<sup>rd</sup> percent of the voting members of the Corporation shall be necessary for the following corporate acts:

- (a) The sale, lease, exchange, or transfer by the Corporation of all or substantially all of its property or assets other than in the regular course of business.
- (b) The voluntary dissolution of the Corporation by its Board of Directors and members.

**10.3. Dissolution.** Upon dissolution of the Corporation, the assets shall be distributed to a charitable corporation with the same or similar purposes as this Corporation, the United States, North Carolina, or an entity that is within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

**10.4. Bylaws.** The initial Bylaws shall be adopted by the Board of Directors. The powers to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the voting members and the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the law or these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporators, by their signatures below, affirm under penalty of perjury the truth of the matters set forth above this the \_\_\_\_\_ day of January 2014

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Brent Martin, Incorporator

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Brian Nolley, Incorporator