

**ARTICLES OF INCORPORATION
OF**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act under Chapter 504 of the 2005 Code of Iowa and acts amendatory thereof, adopt the following Articles of Incorporation for such corporation:

Article I. Name

The name of the corporation is

Article II. Purpose

The purpose or purposes for which the corporation is organized are exclusively charitable, educational, or fostering national or international amateur sports competition, within the meaning of Section 501c3 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) and are specifically to advance, support and assist in the mission of the which shall be to establish and develop soccer teams.

Article III. Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, distribute all the remaining assets of the corporation exclusively for the purposes of the corporation in such manner or to such organizations or organizations organized and operated exclusively for recreational, charitable, educational or other nonprofitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501c3 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Article IV. Registered Agent

The address of the initial registered office in the State of Iowa is Iowa, and the name of its registered agent at such address is .

Article V. Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is four, and the names and addresses of such persons who are to serve as initial directors are:

Article VI. Incorporators

The names and addresses of the incorporators are:

Article VII. Membership

The membership of the corporation shall be the affiliate teams of the League and its Board of Directors.

Article VIII. Finances

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, board of directors, officers or other private persons, 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 in Article II hereof.

Article IX. Activities

No part of the activities of the corporation shall involve carrying on propaganda or otherwise attempting to influence legislation and it shall not participate in or interfere in any political campaign on behalf of any candidate for public office or in any voter registration drive for any particular election.

Article X. Indemnification

A director, officer, employee or member of this corporation shall not be liable on the corporation's debts or obligations and the director, officer, employee or member of this corporation is not personally liable in that capacity for a claim based upon an act or omission of the director, officer, employee or members performed in the discharge of the director's, officer's employee's or member's duties, except for liability (i) for any breach of the director's, officer's employee's or member's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for transactions from which the director, officer, employee or member derived an improper personal benefit. This corporation shall indemnify a director of this corporation, and each director of this corporation who is serving or who has served, at the request of this corporation, as a director, officer, partner, trustee,

employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorney's fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director or person relating to his misconduct as a director of the corporation or as director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a director's duty of loyalty to the corporation or to its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a director derived an improper personal benefit, or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such director shall be adjudged liable to the corporation.

Dated: _____

Signed:
