

**MINUTES OF THE FIRST MEETING OF
THE BOARD OF DIRECTORS OF
ALABAMA SOCCER FOUNDATION**

The first meeting of the Board of Directors of Alabama Soccer Foundation was held at the principal office of the Non-Profit Corporation, on the 10th day of November, 2016, at 6:00 p.m. The following were present: Cecelia Friday, David Nicholson, Nick Fees, Jeff Ball, Doug Neil, Mark Boardman, Jill Hopkins, and Tom Condone, being all of the directors and a quorum.

On motion duly made and unanimously carried, Jill Hopkins was elected to chair the meeting and Tom Condone was elected as Secretary of the meeting.

Tom Condone, presented to the meeting written waivers of notice signed by the Directors. Tom Condone, was directed to cause the waivers to be inserted in the minute book as a part of these minutes.

Jill Hopkins, reported that on the 11th day of November, 2016, in the Probate Court of Shelby County, Alabama, the Articles of Incorporation of the Non-Profit Corporation were duly filed and recorded in the office of the Judge of Probate of Shelby County, Alabama, and the organization tax duly paid as appears by the receipt from the Judge of Probate. Tom Condone, was directed to attach such receipt to the minutes of this meeting.

Jill Hopkins, then submitted to the meeting a set of proposed Bylaws, and the Secretary, Tom Condone, was directed to attach a copy of the proposed Bylaws to the minutes of the meeting, and these Bylaws were taken up, read and considered, clause by clause.

The Directors agreed to the following resolutions:

Approval of Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Non-Profit Corporation, which have been presented to and reviewed by each Director of the Non-Profit Corporation, and which were duly filed and recorded in the Office of the Judge of Probate of

Shelby County, Alabama, and the organization tax duly paid as appeared by the receipt from the Judge of Probate, shall be, and hereby are, approved, ratified and confirmed, and a copy thereof and the receipt shall be inserted in the minute book of the Non-Profit Corporation.

Approval of Bylaws

RESOLVED, that the Bylaws of the Non-Profit Corporation for the regulation of the business and affairs of the Non-Profit Corporation, which have been presented to and reviewed by each Director of the Non-Profit Corporation, shall be, and hereby are, adopted, approved, ratified, and confirmed as the Bylaws of the Non-Profit Corporation, and such Bylaws shall be inserted in the minute book of the Non-Profit Corporation.

Election of Officers

RESOLVED, that each of the following persons shall be, and hereby is, elected to serve as an officer of the Non-Profit Corporation, to hold the following office or offices until the next annual meeting of the Board of Directors, or until his or her earlier resignation or removal or until his or her successor is chosen and shall qualify:

President	Jill Hopkins
Vice-President	David Nicholson
Secretary	Tom Condore
Treasurer	Nick Fees

Adoption of Fiscal Year

RESOLVED, that the fiscal year of the Non-Profit Corporation shall be from August 1st to July 31st of each year.

Authorization of Expenses

RESOLVED, that the Treasurer of the Non-Profit Corporation shall be and hereby is authorized to approve all charges and expenses incident to or arising out of the organization of this Non-Profit Corporation for payment. Any previous action taken by the Treasurer for these purposes is hereby ratified.

Authorization for Bank Account

RESOLVED, that Iberia Bank shall be the depository in which the funds of the Non-Profit Corporation shall be deposited; and

FURTHER RESOLVED, that the following officers and/or directors of the Non-Profit Corporation shall be, and hereby are, authorized to deposit funds and withdraw funds upon check, draft, note or order of the Non-Profit Corporation in the depository bank: Jill Hopkins and Nick Fees, whose signatures shall be duly certified to Iberia Bank, and said bank is hereby authorized to pay said checks, drafts, notes or orders or to receive the same for credit of, or in payment from the payee, or any other legal holder when so signed, without inquiry as to the circumstances of the disposition of their proceeds; whether drawn to the individual order or tendered in payment of individual obligations of the officer or member above named, or other officers of the Non-Profit Corporation, or otherwise. This resolution is to continue in force until notice to the contrary in writing. Any previous action taken for these purposes is hereby ratified.

Authorization for Hiring Accountant

RESOLVED, that Bryan L. Parker, CPA, with the accounting firm of Bryan L. Parker, CPA, LLC, shall be hired by the Non-Profit Corporation as the accountant for the Non-Profit Corporation to advise and handle all matters pertaining to the Non-Profit Corporation's qualification as a 501(c)(3) charitable organization.

Authorization for Creation of Investment Committee

RESOLVED, that the Board shall create a standing investment committee, which shall consist of the following initial Directors: Jill Hopkins, Chair, Cecelia Friday, Nick Fees, and Tom Condone. Such investment committee will provide a recommendation to the Board on the hiring of a professional financial advisor/ asset manager, work with the financial advisor/ asset manager, and oversee the endowment.

Authorization for Creation of Communication and Pledge Drive Committee

RESOLVED, that the Board shall create a standing communication and pledge drive committee, which shall consist of the following initial Directors: Doug Neil, Chairman, David Nicholson, Jeff Ball, and Jill Hopkins. Such investment committee will provide a recommendation to the Board on the hiring of a professional financial advisor/ asset manager, work with the financial advisor/ asset manager, and oversee the endowment.

Designation of Reporting Director

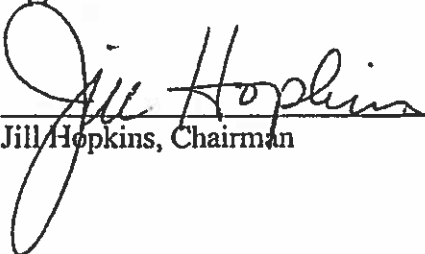
RESOLVED, that Executive Director, Tom Condone shall be designated as the initial Director who will report regularly to the Alabama Soccer Association Board on the work of the Alabama Soccer Foundation.

There being no further business to come before this meeting, and a motion that the meeting be adjourned having been duly made, seconded and unanimously carried, the President declared the meeting adjourned.



Tom Condone, Secretary

Approved:



Jill Hopkins, Chairman

**MINUTES OF THE MEETING OF
INCORPORATORS OF
ALABAMA SOCCER FOUNDATION**

The meeting of the Incorporators of Alabama Soccer Foundation was held at 400 Boardman Drive, Chelsea, Alabama, on the 9th day of November, 2016, at 6:00 p.m. The following were present: Cecelia Friday, David Nicholson, Nick Fees, Jeff Ball, Doug Neil, Mark Boardman, Jill Hopkins, and Tom Condone, being all of the directors and a quorum.

On motion duly made and unanimously carried, Jill Hopkins was elected to chair the meeting and Tom Condone was elected as Secretary of the meeting.

Draft Articles of Incorporation were presented to those assembled. On Motion duly made, properly seconded, and unanimously passed, the Incorporators agreed to execute and file the attached Articles of Incorporation.

Tom Condone

Tom Condone, Secretary

Approved:

Jill Hopkins

Jill Hopkins, Chairman

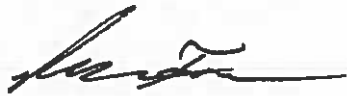
Agreed to:

Cecelia Friday

Cecelia Friday

David Nicholson


David Nicholson



Nick Fees



Jeff Ball



Doug Neil



Mark Boardman