

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UTAH YOUTH SOCCER ASSOCIATION INCORPORATED**

Pursuant to and in accordance with Sections 16-6a-1001 and 16-6a-1006 of the Utah Revised Nonprofit Corporation Act, the following are submitted as the amended and restated articles of incorporation of Utah Youth Soccer Association Incorporated, a Utah nonprofit corporation (“Corporation”).

**ARTICLE I
NAME**

The name of the Corporation is Utah Youth Soccer Association Incorporated.

**ARTICLE II
PERIOD OF DURATION**

The existence of the Corporation shall be perpetual or until dissolved and liquidated in accordance with the laws of the state of Utah.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purposes of promoting, developing, administering, and governing youth soccer in the State of Utah. The Corporation is organized to engage in any lawful act or activity for which a corporation may be organized under the Utah Revised Nonprofit Corporation Act, and may engage, by financial contribution or otherwise, in all types of charitable, educational or humanitarian projects. It may carry on all activities reasonably related to the foregoing purposes, including, but not limited to, the acquisition by purchase, lease or otherwise of any and all kinds of property, both real and personal, which it may improve, sell, lease, mortgage or otherwise encumber.

**ARTICLE IV
MEMBERSHIP**

The Corporation has the following categories of membership:

1. Associate Members – youth soccer players, parents of youth soccer players, coaches, trainers, administrators, and teams;
2. Organizational Members – organizations that meets all of the following requirements:
 - (1) Have at least 100 affiliated youth soccer players;
 - (2) Have 501(c)(3) status with the Internal Revenue Service; and
 - (3) Have Utah as its entity’s state of origin and principal place of business.

3. Partner Members – any individual or entity that does not have soccer teams, but which, by agreement with the Corporation’s board, actively supports and/or sponsors the Corporation’s activities through the donation of goods, services, or money.

ARTICLE V STOCK

The Corporation shall not issue stock.

ARTICLE VI STATE COUNCIL

The governing authority of this Corporation shall be vested with the State Council, which shall be composed of the Corporation’s Directors and Organizational Members. The State Council shall hold an Annual General Meeting and may meet at the other times in accordance with the Corporation’s bylaws. Written notice of each meeting shall be provided to all members of the State Council in accordance with the Corporation’s bylaws. A majority of the votes eligible to be cast must be present in order for a quorum to exist. Except as provided elsewhere in these articles or the Corporation’s bylaws, a majority of the votes cast shall be required to decide an issue.

Members of the State Council must be in good standing with the Corporation in order to be eligible to vote. The weighted vote of an Organizational Member must be cast by one person, and in no case may a person represent more than one voting entity. The president of an Organizational Member may proxy his or her vote to another person, provided that written proxy is properly submitted before the start of the business meeting. No proxy may be accepted or transferred after the roll call of a business meeting. No paid employee of the Corporation shall be eligible to vote in any capacity, including proxy votes. Actions of the State Council, including elections and bylaw changes, shall take effect upon adjournment of the State Council meeting or as otherwise agreed upon.

ARTICLE VII BOARD OF DIRECTORS

Between meetings of the State Council, the Corporation’s governing authority shall be delegated to the Corporation’s Board of Directors. Members of the board shall be selected and removed in accordance with, and have the responsibilities set forth in, the Corporation’s bylaws.

ARTICLE VIII MERGER, CONSOLIDATION, DISSOLUTION, CONVERSION TO A CORPORATION, OR SALE OF ASSETS

The Corporation may be a party to a merger or consolidation; dissolve; convert to a business entity; or sell, lease, exchange or otherwise dispose of all or substantially all of its property, other than in the usual course of business, only upon the approval of the Board of Directors as

provided in the bylaws. Notwithstanding anything to the contrary contained in these articles, no amendment, repeal or provision inconsistent with the provisions of this Article or related provision in the bylaws of the Corporation shall be adopted unless it is approved by a two-thirds majority of the Board of Directors as provided in the bylaws.

ARTICLE IX AMENDMENTS TO ARTICLES OF INCORPORATION

These articles of incorporation may be amended or restated in accordance with the provisions and requirements of Section 16-6a-1001, et. seq. of the Utah Revised Nonprofit Corporation Act.

ARTICLE X LIMITATION ON LIABILITY

To the fullest extent permitted by the Utah Revised Nonprofit Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, a director of the Corporation shall have no personal liability to the Corporation or its members for monetary damages for any action taken or any failure to take any action as a director.

ARTICLE XI INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

To the fullest extent permitted by the Utah Revised Nonprofit Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, the Corporation shall indemnify directors and executive officers as set forth in the bylaws. The Corporation may indemnify employees, fiduciaries and agents to the extent provided for in the bylaws or authorized by the board of directors.

ARTICLE XII DISSOLUTION

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundations or corporations, which are organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If this Corporation holds any assets in trust, said assets shall be disposed of in such a manner as may be directed by order or decree of the District Court of the County in which this Corporation's principal office is located, upon petition therefore, by any person concerned in the liquidation.