

ARTICLES OF INCORPORATION

OF

PUYALLUP SOCCER CLUB

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.03) adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is PUYALLUP SOCCER CLUB.

ARTICLE II - DURATION

The period of its duration is perpetual.

ARTICLE III - PURPOSES

The corporation is organized exclusively for educational and charitable purposes, within the meaning of Section 5([(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (the "Code"). Without limiting the foregoing, the corporation is dedicated to the growth and promotion of the game of soccer and its principal purposes are to (a) govern, promote, and further develop the-game of soccer; (b) teach and train soccer players, coaches, referees, and administrators; (c) promote sportsmanship and develop leadership; (d) develop physical fitness and mental alertness; and (e) provide an enjoyable recreational activity.

In furtherance of the purposes as set forth above, the corporation shall: (a) organize and govern the game of soccer for youth within the corporation's geographical jurisdiction; (b) 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; (c) provide information, teaching and training programs for the membership as required; (d) assign administrative responsibility and authority to members of the corporation; and (e) represent the membership in all matters of organized youth soccer with regard to the Tacoma-Pierce County Junior Soccer Association ("TPCJSA").

ARTICLE IV - PROHIBITED ACTIVITY

Notwithstanding any of the provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the corporation shall inure to the benefit of any director, officer or private

individual. No substantial part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have or issue shares of stock, shall not make any disbursement of income to its members, directors or officers, and shall not make loans to its officers or directors.

ARTICLE V - BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws of the corporation.

ARTICLE VI - DISTRIBUTIONS UPON DISSOLUTION

No member, director, trustee or officer of the corporation, nor any private individual, 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. Upon dissolution or winding up of the corporation, after paying or making adequate provision for payment all of the liabilities, all remaining assets of the corporation shall be distributed by the board of directors to a nonprofit fund, foundation, or corporation which is organized and duly operated exclusively for charitable, educational, religious and/or scientific purposes, and which at that time qualifies for tax exempt status under Section 501(c)(3) of the Code. 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 III 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.

ARTICLE VII - REGISTERED AGENT

The address of the initial registered office of the corporation is 4821 54th Street Court East, Tacoma, Washington 98443 and the name of its initial registered agent at such address is Greg A. Jones.

ARTICLE VIII - DIRECTORS

The number of directors which shall constitute the whole board of directors of this corporation shall be fixed by, or in the manner provided in, the bylaws of this corporation, as the same may be amended from time to time.

ARTICLE IX - LIMITATION OF DIRECTOR LIABILITY

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve

intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE X - 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.

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.

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.

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.

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 X. In addition, the corporation may enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article X and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article X.

The right to indemnification conferred by this Article X 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 X 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 X 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 X shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article X, 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, if any, from federal income taxation.

No amendment to or repeal of this Article X shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article X and prior to such amendment or repeal.

ARTICLE XI – INCORPORATOR

The incorporator is Shannon Jones and who's address is 317 South Meridian, Puyallup, Washington 98372.

DATED as of _____, 2001.

Shannon Jones

CONSENT TO SERVE AS REGISTERED AGENT

I, Greg A. Jones, hereby consent to serve as Registered Agent, in the State of Washington for Puyallup Soccer Club. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

(Date)

(Signature of Agent)

Name of Registered Agent:

Greg A. Jones

Address of Registered Agent:

4821 54th Street Court East
Tacoma, WA 98443

**SUPPLEMENT TO
ARTICLE VIII - DIRECTORS
OF THE ARTICLES OF INCORPORATION
OF
PUYALLUP SOCCER CLUB**

The following is a list of initial directors of the corporation:

<u>Name</u>	<u>Address</u>
Henry Robicheau	6612 47 th Ave. Ct. E. Tacoma, WA 98443
Lyle Kagy	
Jackie Gregory	720 16 th Place NW Puyallup, WA 98371
Greg Jones	4821 54 th St. Ct. E. Tacoma, WA 98443
Susan Robicheau	6612 47 th Ave. Ct. E. Tacoma, WA 98443
Jim Gregory	720 16 th Place NW Puyallup, WA 98371