

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

OHIO SOCCER ASSOCIATION, INC.

The following Amended and Restated Articles of Incorporation were adopted to supersede and take the place of the existing Articles and all Amendments thereto.

1. NAME: The name of the Corporation shall be Ohio Soccer Association, Inc.
2. PLACE OF OFFICE: The place in Ohio where the principal office of the Corporation is to be located shall be the City of Maineville (Warren County).
3. PURPOSE: The Corporation is organized exclusively for charitable purposes, including, for such purposes, to operate exclusively:
  1. To develop, promote, and administer the game of soccer within the state of Ohio;
  2. To encourage and assist in the development and growth of community leagues, associations, organizations, programs, and teams so that soccer is made available to more people in all levels of competition;
  3. To coordinate competition between the members of this Corporation and members of affiliated associations;
  4. To engage in any lawful act, activity or business not contrary to and for which a nonprofit corporation may be formed under the laws of the State of Ohio, and to have and exercise all powers conferred by the laws of the State of Ohio on nonprofit corporations.
4. RESTRICTIONS: No part of the net earnings of the Corporation shall inure to the benefit of any private individual or entity 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 Third hereof. No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986. The Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation may not engage in any activity which is not permitted to be engaged in by an organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

5. CERTAIN TRANSACTIONS: No contract or other transaction shall be void or voidable with respect to this Corporation for the reason that it is between the Corporation and one or more of its Directors or officers, or between the Corporation and any other person in which one or more of its Directors or officers-are directors,

trustees or officers, or have a financial or personal interest or for the reason that one or more interested Directors or officers participate in or vote at the meeting or the Directors or a committee thereof which authorizes such contract or transaction: provided, however, that any such contract or other transaction shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code; and provided further that the material facts as the relationship or interest as to the contract or transaction are disclosed or known to the Directors or applicable committee of the Directors and the Directors or committee, in good faith reasonably justified by such facts, authorized the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum. The interested Directors may be counted in determining the presence of a quorum in a meeting of the Directors or of a committee thereof which authorized the contract or transaction.

6. **DISSOLUTION:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the remaining assets in furtherance of one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of Code of 1986, as amended, or the corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.