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RESTATED
ARTICLES OF INCORPORATION
OF

THE WASHINGTON STATE YOUTH SOCCER ASSOCIATION

FILED
SECRETARY OF STATE

DEC 19 2011

STATE OF WASHINGTON

ARTICLE I. NAME

The name of the corporation shall be Washington State Youth Soccer Association (hereinafter referred to as the "Corporation").

ARTICLE II. DURATION

The Corporation shall have perpetual existence.

ARTICLE III. REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation shall be 500 S. 336th Street, #100, Federal Way, WA 98003. The name of the registered agent of the Corporation at such address shall be Doug Andreassen.

ARTICLE IV. PURPOSES AND POWERS

Section 1. Purposes

The purposes for which this Corporation, a non-profit charitable organization, is formed are exclusively charitable, religious, scientific, or educational and consist of the following:

A. To foster the physical, mental and emotional growth and development of the State of Washington's youth through the sport of soccer at all levels of age and competition.

B. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

C. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations,

firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 2. Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for all the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

ARTICLE V. LIMITATIONS

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, religious, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provisions.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE VI. MEMBERS

The qualifications of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VII. DIRECTORS

The number of directors constituting the current Board of Directors of the Corporation is 10 directors. The names and addresses of the persons who serve as the current directors of the Corporation are as follows:

Tom Ament
Doug Andreassen
George Maitland
Larry Mana'o
Troy Maxcy
Jan Phillips
Kenneth Phillipson
Steve Scranton
Kathy Simpson
Vince Volpe

The powers, duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall all be as set forth in the Bylaws of the Corporation.

ARTICLE VIII. DIRECTOR LIABILITY LIMITATIONS

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent so allowed. Any repeal or modification of this Article shall not adversely affect any right or protection of a director existing at the time of such repeal or modification with respect to any act or omission of such director occurring prior to such repeal or modification.

ARTICLE IX. INDEMNIFICATION

Section 1. Right to Indemnification

Each person who was, is threatened to be made, a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue after such person ceases to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however , that except as provided in this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise.

Section 2. Right of Claimant to Bring Suit

If a claim for which indemnification is required under this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled

to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Non-exclusivity of Rights

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding

The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article 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 to effect indemnification as provided in this Article.

Section 5 Indemnification of Employees and Agents of the Corporation

The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE X. BYLAWS

Bylaws of the Corporation may be adopted by a majority of the directors at any regular meeting of the board of directors, or at any special meeting of the board of directors called for that purpose, so long as those Bylaws are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

These Restated Articles of Incorporation were adopted by a meeting of the Members of the Corporation held on April 26, 2009. A quorum was present at the meeting and these Restated Articles of Incorporation received at least two thirds of the votes which Members present or represented by proxy were entitled to cast. These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as amended. These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has signed these Restated Articles of Incorporation this 26 day of April, 2009.

President, The Washington State Youth Soccer Association