

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TABLE MOUNTAIN SOCCER ASSOCIATION**

The following constitute the Amended and Restated Articles of Incorporation of Tale Mountain Soccer Association, Inc., adopted pursuant to Colorado Revised Statutes 7-130-106, effective upon filing with the Colorado Secretary of State. These Amended and Restated Articles supercede all prior Articles of Incorporation and amendments thereto. These Amended and Restated Articles have been adopted by the members of Table Mountain Soccer Association, Inc. and the number of votes cast for approval by each voting group entitled to vote hereon was sufficient for approval.

ARTICLE I

The name of the corporation is Table Mountain Soccer Association, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purposes for which said corporation is formed are as follows:

1. To promote games, contests, and physical exercise.
2. To elevate the standard of games and contests.
3. To maintain a high plane of physical and moral excellence and to enlist the cooperation of all persons to that end.
4. To hold contests and physical competition of every kind.
5. To give and grant to others, so far as empowered by law, the right and privilege to hold such contests, competitions, and exhibitions under its auspices or otherwise, in accordance with its prescribed rules and regulations and subject to such conditions as it may lawfully impose.
6. To advance the study of the game of soccer, of physical education and of athletic activities in general.
7. To facilitate and encourage the learning of the fundamental principles of good sportsmanship.

8. To raise funds on membership subscription or otherwise for the encouragement of amateur athletic sports, and to grant commensurate rights and privileges to members and subscribers.
9. To acquire, own, buy, sell, lease, mortgage, or otherwise manage and deal in and with real property suitable for the above-stated purposes.
10. To promote the physical and moral well-being of all athletes, and to educate public opinion and by all lawful means to elevate, improve and promote games, contests, physical exercises, athletics, exhibitions, and all sports.
11. To engage in any lawful business or activity.

ARTICLE IV

The corporation is organized exclusively for charitable and educational purposes within the meaning of §501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried by (a) a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of the current or future United States Internal Revenue law) or (b) a corporation to which contributions are deductible under §170(c)(20) of the Internal Revenue Code of 1986 (or the corresponding provision of the current or future United States Internal Revenue law).

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of the current or future United States Internal Revenue law) or shall be distributed to the federal government or to a state or local government for public purpose. Any assets not so disposed of shall be disposed of by the district court 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 such purposes.

This corporation is organized to foster national and/or international amateur sports competition in soccer in conjunction with the United States Soccer Federation (USSF) and the Colorado State Youth Soccer Association (CSYSA) and the international governing body for soccer (FIFA). It qualifies as an amateur sports organization within the meaning of §501 (j) (2) of the Internal Revenue Code of 1986.

ARTICLE V

The business and affairs of the corporation shall be conducted, managed, and controlled by a board of directors. The board of directors shall consist of not

less than seven and not more than fifteen members. The number of members of the board of directors, the terms of office, and the manner of their election, removal, or replacement shall be fixed and determined in accordance with the Bylaws of the corporation.

ARTICLE VI

The officers of the corporation, their terms of office and the manner of their selection or designation shall be set forth in the Bylaws of the corporation.

ARTICLE VII

The address of the registered office of the corporation is: 1600 Jackson Street, Golden, Colorado 80401.

The name of its registered agent at such address is: Laura Albrecht.

ARTICLE VIII

The foregoing objects, purposes, and powers are subject to the limitation that this corporation is organized and shall be operated exclusively for educational, benevolent and scientific purposes, that no part of the net earnings of this corporation shall ever inure to the benefit of any private member or individual, that no substantial part of the activity of this corporation shall ever consist of carrying on propaganda, or otherwise attempt to influence legislation, and that this corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE IX

The kind and classes of members and the rights and privileges of each shall be as provided in the Bylaws of this corporation, provided that the membership of the corporation shall be broader than the membership of the board of directors, and that the members of the board of directors shall be elected by the members of the corporation. Subject always to the limitations contained within these articles, this corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles of Incorporation in accordance with applicable law. All rights conferred upon members, directors and officers of this corporation are granted and subject to this reservation.

DATED: _____.

By: _____
President, Table Mountain
Soccer Association, Inc.

ATTEST:

Secretary, Table Mountain
Soccer Association, Inc.