



State
of
California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JUL 2 - 1981



March Fong Eu

Secretary of State

JUL 2 - 1981

MARCH FONG EU, Secretary of State

By JAMES E. HARRIS
Deputy

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

AMERICAN YOUTH SOCCER ORGANIZATION

HANS PORTEGIES and DICK WILSON certify that:

1. They are the National President and the National Secretary, respectively, of American Youth Soccer Organization, a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as herein set forth in full:

ARTICLE I

The name of this corporation is: AMERICAN YOUTH SOCCER ORGANIZATION.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purposes for which this corporation is formed are to educate and develop young people in body and character and to combat community deterioration and juvenile delinquency through the operation of youth soccer programs both in the United States and any foreign country or territory. The corporation may also do

any and all things incidental, accessory or advantageous to the carrying out of such purpose or purposes.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended ("the Code") or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE III

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or

more nonprofit organizations which are organized and operated exclusively for charitable purposes and which have established tax exempt status under Section 501(c)(3) of the Code. The identity and number of, and respective amounts to be distributed to, such organizations shall be determined by the Board of Directors in its sole discretion.

ARTICLE IV

Pursuant to Section 9913 of the Nonprofit Corporation Law, this corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law not otherwise applicable to it under Part 5 thereof.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the required vote of Members in accordance with Section 5812 of the Nonprofit Public Benefit Corporation Law.




Hans Portegies, National President



Dick Wilson, National Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Hawthorne, California on June 23rd.


Hans Portegies


Dick Wilson