

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE
SOUTHEASTERN VIRGINIA YOUTH SOCCER ASSOCIATION**

1. The name of the corporation is:

VIRGINIA SOCCER LEAGUE, INC.

2. The corporation is organized and is to be administered—

(1) exclusively for charitable and educational purposes (as provided by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code);

(2) to provide high quality soccer competition among the youth of the Southeastern Virginia area;

(3) to promote inter-city, interstate, interregional, and international soccer competition, including Olympic games, World Cup games, and Pan American games;

(4) to provide courses, clinics, training, exhibitions, tournaments, and other educational activities for players, coaches, administrators, referees, and volunteers; and

(5) other lawful purposes in furtherance of those charitable and educational purposes.

3. The corporation is to have members as provided in the bylaws of the corporation.

4. The directors of the corporation shall be elected or appointed as provided by the bylaws of the corporation.

5. A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article 2 of these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. On the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any of those assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for those exempt or public purposes or to such an organization or organizations, as that court shall determine, which are organized and operated exclusively for those exempt or public purposes.