

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STING PREMIER SOCCER CLUB INC.**

For Office Use Only

-FILED-

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In accordance with the Idaho Nonprofit Corporation Act, Idaho Code ~~§§ 30-30-101 et seq.~~ ("**Act**"), the Articles of Incorporation, as previously amended or restated ("**Articles**") of Sting Premier Soccer Club Inc. ("**Corporation**") are hereby amended and restated in their entirety as follows:

**ARTICLE 1
NAME**

The name of the Corporation is "Sting Premier Soccer Club Inc."

**ARTICLE 2
NONPROFIT STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE 3
DURATION**

The period of duration of Corporation is perpetual.

**ARTICLE 4
REGISTERED OFFICE**

The address of the Corporation's registered office is 8049 N Heutter Road, Coeur d'Alene, ID 83814, and the name of the registered agent at this address is Jonni Horton, Registrar.

**ARTICLE 5
PURPOSES AND POWERS**

The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("**Code**"), or the corresponding provisions of any future United States internal revenue law. In furtherance of and consistent with the foregoing general purpose, the Corporation's specific purpose includes:

A. To promulgate the game of Soccer at all levels, for the benefit of all persons regardless of race, creed, color, national origin, age or sex.

The Corporation shall have and may exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE 6 LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE 7 MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with these Articles and the Corporation's Bylaws. The requirements and conditions for membership in the Corporation shall be set forth in the Bylaws and in policies duly adopted by the Board of Directors.

ARTICLE 8. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Directors shall be elected, appointed or designated as provided in Bylaws and for the term provided in the Bylaws of the Corporation.

ARTICLE 9 OFFICERS

The Corporation shall have Officers ("**Officers**") as provided in the Bylaws. Such Officers shall be elected or appointed in such manner and for such terms as may be prescribed in the Bylaws.

ARTICLE 10 DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to (i) such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Code, or to the federal, state, or local government for a public purpose, in such manner as the Board shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE 11 BYLAWS

Provisions for the regulation of the internal affairs of the Corporation will be set forth in the Corporation's Bylaws. The Board may amend the Bylaws at a properly noticed special or regular meeting of the Board.

ARTICLE 12 LIMITATION OF LIABILITY AND INDEMNIFICATION

The Corporation shall indemnify, defend, and hold harmless present and former Directors, officers, employees, and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as now in effect or as may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide before such amendment). The Corporation shall pay expenses, including attorney fees, incurred by present and former Directors, officers, employees, and agents of the Corporation in defending a civil or criminal action, suit, or proceeding, in advance of the final disposition of such action, suit, or proceeding and in accordance with the Act.

Notwithstanding any other provision of these Articles or the Bylaws, the Corporation shall not indemnify or advance expenses to any person if the Board determines that the indemnification or advancement of expenses is likely to violate any law or result in a tax, penalty, or other sanction. If these Articles or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that preceded the amendment or repeal.

ARTICLE 13 AMENDMENT

These Articles may be amended according to any procedure authorized by the Act in effect at the time of amendment.

These Articles of Incorporation have been executed by a duly authorized agent of the Corporation as of 8/31, 2023.

By: Heldi Jump
Heldi Jump, President

STING PREMIER SOCCER INC.

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION

1. **NAME.** The name of the corporation is Sting Premier Soccer Club Inc. ("**Corporation**").
2. **TEXT OF AMENDMENTS.** The Corporation's original Articles of Incorporation, as may have been previously amended, is hereby superseded, amended, and restated in its entirety. The duly adopted amended and restated Articles of Incorporation of the Corporation is attached to this Certificate of Amendment and Restatement.
3. **DATE OF APPROVAL.** The amended and restated Articles of Incorporation was adopted effective as of 8/31/2023.
4. **MANNER OF APPROVAL.** The amended and restated Articles of Incorporation was duly approved by the Corporation's Board of Directors and members in the manner required by the Idaho Nonprofit Corporation Act and the Corporation's then existing Articles of Incorporation. The amended and restated Articles of Incorporation consists of matters other than those described in I.C. § 30-30-705 and was; therefore, duly approved and adopted by the voting members of the Corporation as follows:

The number of members entitled to vote was: 1

The number of members that voted FOR the amendment was: 1

The number of members that voted AGAINST the amendment was: 0

5. **SIGNATURE.**

STING PREMIER SOCCER CLUB INC.

Date: 8/31/2023

By: Heidi Jump

Name: Heidi Jump

Title: President