

**ARTICLES OF AMENDMENT**  
**OF**  
**ST PAULS SOCCER ASSOCIATION INC.**

Pursuant To Section 55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation as originally filed on January 22<sup>nd</sup>, 2014.

1. The name of the corporation is: St. Pauls Soccer Association Inc.
2. The text of the amendments adopted is as follows:

**Section 4.01 – Condition of Membership:** The Corporation members shall consist of those parents and guardians of children age 4 to 19 years of age participating in the various leagues set up by the corporation within the previous year as well as registered coaches, and team managers of teams within the past 12 months.

**Section 4.02 – Voting Rights:** Voting members of The Corporation shall be the duly registered coaches, assistant coaches, and team managers of St Pauls Soccer Association Inc. teams within the past 12 months with each member having the ability to cast ONE (1) vote on each matter brought up at the Annual General Meeting or any special meeting called by the Board of Directors.

**Section 5.03 – Annual Meeting:** Directors shall be elected at an annual meeting of the corporation members. The date of this meeting shall be set by a majority of the Board of Directors and shall be no more than 13 months after the previous annual meeting. Members must be notified of the meeting no less than 30 days before it occurs. A quorum for the annual meeting shall consist of 20% of eligible voting members.

**Section 5.07 – Removal of Directors:** One or more of the directors or the entire Board of Directors may be removed for cause, by a vote of the members of a two-thirds majority then entitled to vote for the election of directors. A director shall be entitled to receive notice of, and a hearing with respect to, his or her removal for cause in accordance with the due process requirements of Chapter 55A of the General Statutes of North Carolina.

**Section 6.01 – Purposes:** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The Corporation may employ, hire and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors and in particular, to engage in the business of providing means and facilities for children and adolescents from 4 to 19 years of age to engage in and learn the sport of soccer, and to do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation. To carry out any one or more of purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association of corporation. In general to have, to exercise and to carry on any business which may seem to the Corporation capable of being conveniently carried on in connection with the educational purpose laid out above or which may seem to be calculated directly or indirectly to be beneficial to the Corporation, not forbidden by the laws of the State of North Carolina, section 501(c)(3) of the Internal Revenue Code, to corresponding section of any future tax code, and with all the powers now or hereafter conferred upon corporations by the State of North Carolina; and do any and all of the things herein set forth to the same extent that a natural person might or could do, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner general powers of the Corporation.

**Section 9.01 – Affiliation:** The Corporation shall be affiliated with the North Carolina Youth Soccer Association (NCYSA), the United States Youth Soccer Association (USYSA), the United States Soccer Federation (USSF), US Club Soccer, SAYSoccer, and such other associations or organizations as the Corporation may deem beneficial to its Members of the game of soccer. The Corporation, in conducting its business and administering the soccer league(s) and teams governed by the Corporation, shall at all times comply with the authority, laws, and rulings of the NCYSA, USYSA, USSF, US Club Soccer, SAYSoccer, and the authority, laws, and rulings of the NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer shall prevail in the event of a conflict between the same and the Corporation's Bylaws, Rules and/or Guidelines. Notwithstanding the foregoing, if NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer permit the Corporation or affiliating leagues to make rules, bylaws, rulings, or take any other actions which may be different and/or more or less stringent than the authority, laws and rulings of NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer, the Corporation is empowered to take such actions and the same shall not be deemed to be in conflict with the authority, laws, and rulings of NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer.

**Section 10.1 – Amendment:** These Articles of Incorporation may be amended only by the written consent or affirmative vote of two-thirds (66.7%) of the voting members,

except that any section of these Articles of Incorporation that provides for a greater vote of the voting members may be amended only upon the written consent or affirmative vote of the voting members provided for in that section. Members must be notified of proposed amendments no less than 30 days before they are voted upon. Amendments shall become effective at the beginning of the next seasonal year unless otherwise specified.

3. The date of adoption of the above stated amendment is May 15<sup>th</sup>, 2015.
4. The amendment was approved by a sufficient vote of the membership as required by Chapter 55A of the General Statutes of North Carolina.
5. These articles will be effective upon filing.

This the 15<sup>th</sup> day of May, 2015

St Pauls Soccer Association Inc.

By: \_\_\_\_\_  
Brent A. Martin, President

Attest: \_\_\_\_\_  
Brian Nolley, Vice President and Incorporator