

ARTICLES OF INCORPORATION
Glenwood springs soccer club, Inc.

The Incorporator being a natural person over the age of eighteen years and a citizen of the United States, for the purpose of forming a corporation under the Colorado Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Glenwood Springs Soccer Club, Inc.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501© (3) of the Internal Revenue code including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501© (3) of such code.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors or officers, 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 these Articles of Incorporation.

3. 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 any candidate for public office.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Sections 501 (c) (3) of the Internal Revenue Code, or 9b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Colorado pursuant to the provisions of the Colorado nonprofit Corporation Act.

5. To provide the opportunity to fully participate in soccer practices and games in order to teach and develop soccer skills for the residents of the City of Glenwood springs, Colorado and its immediate vicinity.

ARTICLE IV

Upon the termination, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the corporation to such organization or organizations organized and operated exclusively for charitable, religious, literary, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court in 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.

ARTICLE V

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code, not make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, not make any taxable expenditures as defined in Section 4959(d) of the Internal Revenue Code.

ARTICLE VI

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the corporation shall be in the board of Directors who shall have and may exercise all of the powers of the corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time are in effect. The initial Board of Directors shall be six (6) in number, and their names and addresses are as follows:

Stephen L. White
P.O.Box 643
Glenwood Springs, CO 81601

Jack Hilty

1512 Grand Ave., Suite 204
Glenwood Springs, CO 81601

Charles H. Willman
811 Blake Avenue
Glenwood Springs, CO 81601

Robert Pattillo
P>O> Box 751
Glenwood Springs, CO 81601

David L. Alcott
1623 Bennett Avenue
Glenwood Springs, CO 81601

Chuck Lancy
1541 County road 132
Glenwood Springs, CO 81601

ARTICLE VIII

Any amendments to these Articles of incorporation shall be made in accordance with the provisions of the laws of the State of Colorado.

ARTICLE IX

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal revenue law. Similarly, any general or specific references to the laws of the State of Colorado shall be deemed to refer to the laws of the State of Colorado as now in force or hereafter amended.

ARTICLE X

The name and address of the incorporator is:

Charles H. Willman
811 Blake Avenue
Glenwood springs, Garfield County
Colorado 81601

I, the Incorporator declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

Executed this 31st day of January, 1992

Incorporator

Notarized by Patricia A. Cordova on 1/31/1992