

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION (NON-BUSINESS CORPORATION)

Know all Men by these Presents, That we Robert K. Moravec, Richard
Douglas, Rumsey Young, Jr., Fayreen B. Darling, F. Richard Strabley,
and Jane G. Douglas

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapter 7-6 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of BARRINGTON
SOCCER ASSOCIATION, INC.

THIRD. Said corporation is constituted for the purpose of to promote, teach
and develop soccer on a youth and advanced level, including
sponsoring soccer games, contests, and exhibitions.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:— (See §§ 7-6-7, 7-6-8 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every such corporation shall have power:

- (a) to have perpetual succession in its corporate name unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its purposes require, and to fix their compensation and define their duties;

(e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its members and directors, the manner of electing its officers and directors, the mode of voting by proxy, and the number, qualifications, powers, duties and term of office of its officers and directors, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;

- (f) to make contracts, incur liabilities and borrow money.

Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred fifty thousand dollars (\$150,000); provided, however, that the foregoing limitation shall not apply to corporations organized for the purposes of fostering, encouraging and assisting the physical location, settlement or readjustment of industrial and manufacturing enterprises within the state, and to whose members no profit shall inure. If any corporation subject to the foregoing limitation desires to take and hold property to an amount exceeding one hundred fifty thousand dollars (\$150,000) either originally or by amendment, such privilege shall be granted only by the general assembly on petition thereto

(Over)

FOURTH. Said corporation shall be located in Barrington, , Rhode Island.
(City or Town)

(Further provisions not inconsistent with law)

FIFTH. No part of the net earnings 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 Third herein. 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. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

SIXTH. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

SEVENTH. Each person who at any time is, or shall have been, a director, officer, employee or agent of the corporation, and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is, or was, a director, officer, employee or agent of the Corporation, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any such action, suit or proceeding, to the full extent permitted to non-business corporations under Rhode Island law. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which such director, officer, employee, or agent may be entitled, under any by-law, agreement, vote of the membership or otherwise, and shall continue as to a person who has ceased to be an officer, employee, agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

In Testimony Whereof. We have hereunto set our hands and stated our residences this

28th day of AUGUST A. D. 19 81

NAME	RESIDENCE
Robert K. Morawec	128 Metropolitan Park Drive, Barrington, RI
R. L. Douglas	83 Martin Avenue, Barrington, RI
Russell Young Jr.	40 Waterway, Barrington, RI
Layman B. Darling	418 County Road, Barrington, RI
F. Richard Strabley	31 Half Mile Road, Barrington, RI
Jane G. Douglas	83 Martin Avenue, Barrington, RI

STATE OF RHODE ISLAND, }
COUNTY OF BRISTOL }

In the City } of Barrington
Town }

in said county this 28th day of August A. D. 19 81, then

personally appeared before me Robert K. Morawec, R. L. Douglas,
Russell Young Jr., Layman B. Darling, F. Richard Strabley
and Jane G. Douglas

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Virginia M. Delphin
My Commission Expires June 30, 1986 Notary Public.

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Non-Business Corporation

ORIGINAL

ARTICLES OF ASSOCIATION OF

BARRINGTON SOCCER

ASSOCIATION, INC.

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SEP 29 1981

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

SEP 29 1981

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