

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OAHU LEAGUE OF THE HAWAII YOUTH SOCCER ASSOCIATION**

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: OAHU LEAGUE OF THE HAWAII YOUTH SOCCER ASSOCIATION.

ARTICLE II

REGISTERED AGENT AND OFFICE

The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Hawaii as required by Hawaii law. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State. The mailing address of its current principal office is

Honolulu, Hawaii _____. The location of the office or the establishment of additional offices may be determined by the Board of Directors as set forth in the Bylaws.

ARTICLE III

CORPORATE PURPOSES

Section 3.1 Purposes. The Corporation is organized exclusively for the following purposes:

- (1) To develop, provide and administer nonprofit public educational soccer competition among youth under nineteen years of age;
- (2) To operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

Section 3.2 Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The term "funds of the Corporation", as used herein, shall mean and include any properties and moneys held by the Corporation, including any income

accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes as a nonprofit corporation and the Corporation shall not carry on any 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 of 1986 (or the corresponding provision 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 of 1986 (or the corresponding provision of any future federal tax code).

ARTICLE IV

CORPORATE POWERS AND DURATION

The Corporation shall have and possess all the powers permitted to nonprofit corporations under the laws of the State of Hawaii. The duration of the Corporation shall be perpetual.

ARTICLE V

DIRECTORS AND OFFICERS

Section 5.1 Board of Directors. There shall be a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed and the directors appointed in the manner set forth in the Bylaws. The Board of Directors shall have and may exercise all the powers of the Corporation except as otherwise provided by these Articles or the Bylaws.

Section 5.2 Officers. The officers of the Corporation shall be a president, one or more vice presidents, a secretary and a treasurer. The Corporation may have such additional officers as the Board of Directors shall from time to time determine. The officers shall have the powers, perform the duties and be appointed and removed in the manner set forth in the Bylaws. Any two (2) or more offices may be held by the same person unless such practice is prohibited by the Bylaws, provided, however, that not less than two (2) persons shall be officers.

ARTICLE VI

LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Limitation of Liability; Indemnification; Savings Clause.

Section 6.1 Limitation on Liability.

(1) No director or former director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of the director's duties to the Corporation, except this limitation of liability shall not limit liability for (a) any breach of the director's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or the guaranty of obligations of directors, or director liability for unlawful distributions.

(2) In addition to and without in any respect narrowing the limitation of liability of directors and former directors set forth in subsection 6.1(1), no person who serves as a director or officer of the Corporation, without remuneration or expectation of remuneration, shall be liable for damage, injury, or loss caused by or resulting from the director's or officer's performance, or failure to perform, duties of the position to which the person was elected or appointed, unless the director or officer was grossly negligent in the performance of, or failure to perform, such duties. For purposes of this section, remuneration does not include payment or reimbursement of reasonable expenses incurred by or on behalf of a director or officer or the provision of indemnification or insurance for actions as a director or officer.

(3) Any repeal, amendment, or other modification of this Section 6.1 shall have prospective effect only and shall not affect the limitation of liability afforded by its provisions, or give rise to or increase any liability, for acts or omissions occurring prior to such repeal, amendment or other modification.

Section 6.2 Indemnification and Advance of Expenses.

(1) The Corporation shall indemnify each current and former director and officer of the Corporation from any liability to any person for any action taken, and any failure to take action, as a director or officer to the fullest extent permitted by law if it is determined, as provided in HRS Section 414D-164, or any successor provision of Hawaii law, provided that said person met the standard of conduct required to provide indemnification, except liability to the Corporation for (a) any breach of the duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction in which a director or officer received an improper personal economic benefit; or (d) violations of Hawaii law relating to director conflicts of interest, loans to directors or officers or the guaranty of obligations of directors or officers, or director liability for unlawful distributions. The Corporation may indemnify employees or agents of the Corporation who meet the applicable standards of conduct as determined by resolution of the Board and consistent with Hawaii law.

(2) The Corporation shall authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a director or officer seeking indemnification under this Section 6.2 to the maximum extent permitted by law, provided that such director or officer delivers a written affirmation of the director's or officer's good faith belief that the director or officer has met the requisite standard of conduct, and delivers a written undertaking to repay such amount if it is ultimately determined that such person is not entitled to be indemnified.

(3) Any repeal, amendment or other modification of this Section 6.2 shall have prospective effect only and shall not affect the right of any current or former director or officer, to indemnification and advancement of expenses for any action taken or failure to take action by such director or officer prior to the date of such repeal, amendment or other modification.

(4) The Corporation may purchase and maintain insurance on behalf of any person described in this Article VI against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status, regardless of whether the Corporation would have the power to indemnify the person against such liability.

(5) If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder or advance expenses to the fullest extent permitted by law or any applicable provision of this Article that shall not have been declared invalid. Notwithstanding any other provision of these Articles, the Corporation shall not indemnify any person, purchase any insurance, or advance expenses in any manner or to any extent or under any circumstances that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of future federal tax code).

ARTICLE VII

MEMBERSHIP

The Corporation shall have no members. The Board of Directors shall have the sole voting rights in the Corporation.

ARTICLE VIII

NONPROFIT

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its directors or officers, except for reasonable payments for services actually rendered to the Corporation; provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

ARTICLE IX

CORPORATE LIABILITY

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The officers and directors of the Corporation shall incur no personal liability for said debts and liabilities by reason of such position.

ARTICLE X

CORPORATE DISSOLUTION

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts or foundations having like purposes and organized and operated exclusively for charitable, scientific, literary, religious or educational purposes, no part of whose assets, income or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) with purposes similar or related to those of the Corporation.

ARTICLE XI

AMENDMENT OF ARTICLES

These Articles may be amended by the affirmative vote of not less than three-fourths (3/4s) of the directors of the Corporation then in office.

ARTICLE XII

AMENDMENT AND RESTATEMENT

These Amended and Restated Articles shall supersede the original Charter and all amendments thereto.