

**ARTICLES OF INCORPORATION**

**LA PLATA YOUTH SOCCER ASSOCIATION, INC.**

In compliance with the requirements of the Corporations and Associations Article, Annotated Code of Maryland, the undersigned, Stephen H. Scott, whose post office address is 204 Washington Avenue, Suite 200, La Plata, Maryland 20646, being at least eighteen (18) years of age, hereby forms a non-stock, non-profit corporation under and by virtue of the General Laws of the State of Maryland.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the Corporation (which is hereinafter referred to as the Corporation) is:

**LA PLATA YOUTH SOCCER ASSOCIATION, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The post office address of the principal office of the Corporation in this State is 14697 Banks O'Dee Road, Newburg, Maryland 20664.

**ARTICLE III**  
**RESIDENT AGENT**

The name and post office address of the resident agent is Stephen H. Scott, 204 Washington Avenue, Suite 200, La Plata, Maryland 20646. Said resident agent is an individual actually residing in this State.

**ARTICLE IV**  
**POWERS AND PURPOSES**

(1) The general purposes for which the Corporation is formed is to provide athletic and fitness instruction and education focusing on soccer, and a youth soccer league and programs to residents in and around Charles County, Maryland, on a nonprofit basis.

(2) 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 corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the

Board of Directors of the Corporation, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors, Members or Officers.

(3) The Corporation may exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the By-Laws of the Corporation (hereinafter called the "By-Laws") and as the same may be amended from time to time as therein provided, said By-Laws being incorporated herein as if set forth in full and made a part hereof;

(4) It is not the purpose of the Corporation to make a profit, but rather to provide an organization to the public that fosters growth and athletic activity in our youth and teaches them teamwork, leadership, and soccer skills. 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 as 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 IV hereof. 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, 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contribution to which are deductible under Section 170(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

(5) Subject to the above, the Corporation shall have and may exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the laws of the State of Maryland by law may now or hereafter have or exercise.

(6) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment or exercise thereof, as conferred by the General Laws of the State of Maryland.

#### ARTICLE V NO CAPITAL STOCK

The Corporation is not authorized to issue any capital stock and shall not be operated for profit. The number of qualifications for, and other matters relating to its Members shall be as set forth in the By-Laws of the Corporation.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of five (5) Directors which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), nor more than seven (7). The number of Directors may be changed by a vote of the Members at any annual or special meeting of the Members; provided, however, that (a) the limitations of this Section shall continue to apply; and (b) no such change shall operate to curtail or extend the terms of any incumbent Director. The names and addresses of the Directors who shall serve until the first meeting of the Board of Directors or until their successors are duly elected and qualified are:

- (1) Keith Bohn  
14697 Banks O'Dee Road  
Newburg, Maryland 20664
- (2) Ryan Mudd  
12120 Liberty Rose Place  
Newburg, Maryland 20664
- (3) Paul Simpson  
12800 Norwood Drive  
Charlotte Hall, Maryland 20622
- (4) Karen Truitt  
12931 Broadview Run Drive  
Waldorf, Maryland 20602

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Section of these Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereinafter in force.

**ARTICLE VII**  
**MEMBERSHIP & VOTING RIGHTS**

A general Membership meeting will occur annually at or near the end of each fall soccer season. The date, time, and location of the general Membership meeting will be determined by the Board of Directors. Every family or household having an adult who is/has participated as a player, coach or referee in the most recent/present soccer season or having a

child who is/has participated as a player, coach or referee in the most recent/present soccer season of the Corporation shall be eligible for Membership in accordance with the terms of the By-Laws. Any Member or non-member is eligible for election as an Officer or Director of the Corporation in accordance with the terms of the By-Laws. Any Member is entitled to vote in the general elections in accordance with the terms of the By-Laws.

**ARTICLE VIII**  
**DISSOLUTION**

Upon dissolution of this Corporation, its assets shall be distributed for one or more exempt organizations for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Charles County Government Public Facilities, a local government, for public purpose.

**ARTICLE IX**  
**LIABILITY AND INDEMNIFICATION**

No Director or Officer of the Corporation shall be liable to the Corporation for money damages, except: (1) to the extent that it is proven that such Director or Officer actually received an improper benefit or profit in money, property or services, and, in that case, for the amount of the benefit or profit in money, property or services actually received; or (2) to the extent that a judgment or other final adjudication adverse to such Director or Officer is entered in proceeding based on a finding in the proceeding that such Director's or Officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful, or malicious, and, in each case, was material to the cause of action adjudicated in the proceeding.

The Corporation shall indemnify and hold harmless the Officers and Directors (and their agents and employees) against any and all claims, actions, demands, costs, expenses (including attorney's fees through all appeals), damages and losses, of any kind or nature, arising from, or in any way related to, any allegation, claim or legal proceeding relating to any act or omission concerning the activities of the Corporation, unless the Officer or Director against whom any such allegations or claims are made, or legal proceedings are directed, is found by a court of competent jurisdiction to have been involved in an intentional or willful wrongdoing or to have acted in a grossly negligent or grossly reckless manner, and either case such conduct is a direct cause of the claim, liability, loss, cost or damage in question.

**ARTICLE X**  
**AMENDMENTS**

Amendment of these Articles shall require the assent of two-thirds of the Board of Directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of September, 2013, and I acknowledge the same to be my act, and I do hereby consent to act as Maryland resident agent for the said Corporation.

WITNESS:

[Signature]

ORGANIZER

[Signature]  
Stephen H. Scott

(SEAL)

STATE OF MARYLAND \*

COUNTY OF St. Mary's \*

On September 19th, 2013, before me, a Notary Public in and for the above County and State, personally appeared Stephen H. Scott, and acknowledged that he signed the foregoing Articles of Incorporation for the purposes therein stated.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My Commission Expires: 11-20-2015

**AFTER RECORDING RETURN TO:**

Stephen H. Scott, Esquire  
Scott Law Group, LLC  
204 Washington Avenue, Suite 200  
La Plata, Maryland 20646



KERI DAVIS  
Notary Public, State of Maryland  
St. Mary's County  
My Commission Expires November 20, 2015