

ARTICLES OF INCORPORATION

OF

HOLLYWOOD SOCCER CLUB

The undersigned natural person of the age of eighteen years or more, acting as incorporator under the Oregon Nonprofit Corporation Law set forth in Chapter 65 of the Oregon Revised Statutes (“the Act”), hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the nonprofit corporation is Hollywood Soccer Club and its duration shall be perpetual. It shall be a public benefit nonprofit corporation.

ARTICLE II

The purposes for which this nonprofit corporation is organized are to (a) provide recreational activities for youth in the form of organized soccer, (b) teach youth of all ages and skill levels the rules, regulations and skills of the game of soccer in an atmosphere of sportsmanship, discipline, team play and cooperation, (c) build self-esteem and confidence of youth to help them in their future to accomplish goals and strive to succeed in future endeavors, and (d) engage in any lawful activity for which corporations may be organized under the Act.

Notwithstanding any other provision in this Article II, 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 of 1986, as amended.

ARTICLE III

The corporation shall have no members.

ARTICLE IV

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 II 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, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes 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 1986, as amended, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of 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.

ARTICLE VI

The location of the initial registered office of this corporation and the corporation's principal office shall be c/o Marty Griffy, 2947 NE 60th Street, Portland, Oregon

97213. The initial registered agent shall be Bradley S. Miller at such address. Such office shall also be the corporation's principal office for purposes of notices under ORS 65.047(1)(e).

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be established by the bylaws but shall be no less than three (3).

ARTICLE VIII

The personal liability of a director or uncompensated officer of the corporation for monetary damages or for conduct as a director or officer shall be limited as set forth in the bylaws to the greatest extent legally possible, provided that no such provision shall eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date when such provision becomes effective, and such provision shall not eliminate or limit the liability of a director or officer for:

- (A) Any breach of the director's or officer'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 unlawful distribution;
- (D) Any transaction from which the director or officer derived an improper personal benefit; and
- (E) Any act or omission in violation of ORS 65.361 to 65.367.

ARTICLE IX

The name and address of the incorporator is Bradley S. Miller, c/o Ball Janik LLP, 101 S. W. Main Street, Suite 1100, Portland, Oregon 97204.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief it is true, correct and complete.

Bradley S. Miller, Incorporator