

OFFICE OF
THE STATE CORPORATION COMMISSION

RESTATED CERTIFICATE OF INCORPORATION

OF

NORTHERN NEW MEXICO SOCCER ASSOCIATION

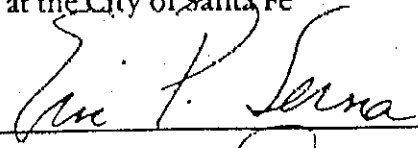
3037587

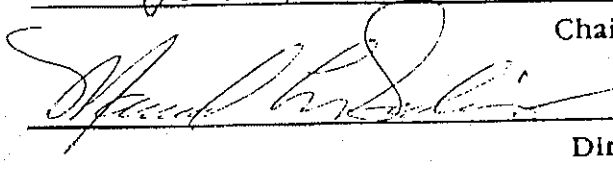
The State Corporation Commission certifies that duplicate originals of the Restated Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Restated Certificate of Incorporation and attaches hereto a duplicate original of the Restated Articles of Incorporation.

Dated: NOVEMBER 15, 1990

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe


Chairman


Director

3037587

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

NOV 15 1990

RESTATED ARTICLES OF INCORPORATION
OF
NORTHERN NEW MEXICO SOCCER ASSOCIATION

CORPORATION DEPT.

The Northern New Mexico Soccer Association adopts the following Restated Articles of Incorporation. These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as amended, they have been duly approved as required by law, and they supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I

Name. The name of the Corporation is Northern New Mexico Soccer Association.

ARTICLE II

Duration. The period for which this Corporation is organized is perpetual.

ARTICLE III (AMENDED)

Purpose. The purposes for which the Corporation is organized are: to promote the sport of soccer in northern New Mexico in any and lawful ways by organizing and conducting soccer leagues, clinics, and tournaments; if deemed advantageous, to be directly affiliated with and comply with the authority of the New Mexico Youth Soccer Association; to solicit and accept contributions and donations of any kind for the support of such purpose; and to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the

attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out or connected with the above mentioned objects, purposes, or powers. Said 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 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV (AMENDED)

Disposal of Assets. 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District 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, which are organized and operated exclusively for such purposes.

ARTICLE V

Membership. The Corporation shall have one or more classes of members. Designation of such class or classes, the manner of election or appointment, and the qualifications and rights of members of each class, if any, shall be as set forth in the Bylaws.

ARTICLE VI

The address of the Corporation's initial registered office shall be P.O. Box 1775, Santa Fe, New Mexico 87504-1775, 200 West DeVargas, Suite 7, Santa Fe, New Mexico.

The name of the Corporation's initial registered agent at that address shall be Richard C. Bosson.

ARTICLE VII (AMENDED)

Prohibitions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, members, 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 necessary to carry out the purposes set forth in Article III 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 of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law; or b) 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 United States Internal Revenue Law).

ARTICLE VIII

Directors. The number of Directors constituting the initial Board of Directors shall be eighteen (18). The names and addresses of the persons who are to serve as Directors until the first organizational meeting, or until their successors are elected and qualified are as follows:

Richard C. Bosson
1470 Miracerros Loop
Santa Fe, NM 87501

Chick Chirieleison
Rt. 3, Box 100A
Santa Fe, NM 87501

Liz Cale
2342 Calle Luminoso
Santa Fe, NM 87505

Kim Udall
P.O. Box 1984
Santa Fe, NM 87504

Eliza Niederman
1123 S. Plata Circle
Santa Fe, NM 87501

Tina Ossorgin
2904 Avenida Alamosa
Santa Fe, NM 87505

Phil Dyson
2616 Sycamore Loop
Santa Fe, NM 87501

Mike Gray
803 Acequia Madre
Santa Fe, NM 87501

Kris Hansen
1885 Conejo Drive
Santa Fe, NM 87501

Vicki Hussion
1551 Luisa Street
Santa Fe, NM 87501

Joyce Levine
Rt. 9, Box 72 D
Santa Fe, NM 87505

Harriet Meiklejohn
1304 Escalante Street
Santa Fe, NM 87505

Rennae Ross
2504 Camino San Patricio
Santa Fe, NM 87505

Debbie Shapiro
201 Ojo de la Vaca
Santa Fe, NM 87505

John M. "Jack" Sullivan
1401 Madrid Place
Santa Fe, NM 87501

Marg VeneKlasen
205 Williams
Santa Fe, NM 87501

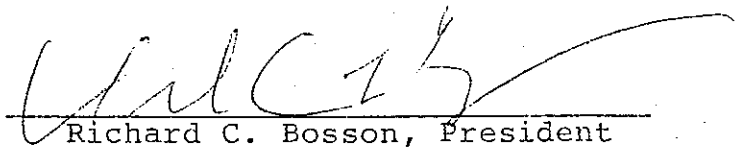
Ed Williams
No. 1 Calle Medico
Santa Fe, NM 87501

Susan Nelsen
118 Huddleson
Santa Fe, NM 87501

ARTICLE IX

Incorporator. The name and address of the incorporator is
John M. Sullivan, P.O. Box 8371, Santa Fe, New Mexico 87504-8371.

In witness hereof, we have set our seal this 15th day of
November, 1990.


Richard C. Bosson, President


Rennae Ross, Secretary

Gloria Tristani
Chairman

Eric P. Serna
Commissioner

Jerome D. Block
Commissioner

MAY 10, 1996

RICHARD C. BOSSON
1470 MIRACERROS LP. N
SANTA FE ,NM 87505

RE: NORTHERN NEW MEXICO SOCCER ASSOCIATION
SCC#1485267

New Mexico

State Corporation Commission



CORPORATION DEPARTMENT

418 P.E.R.A. BUILDING
P.O. DRAWER 1269
Santa Fe, NM. 87504-1269

1-800-847-4722
FAX # (505) 827-4387

Director's Office
(505) 827-4508

Certification Division
(505) 827-4513

Charter Documents Division
(505) 827-4511

Reports Compliance Division
(505) 827-4510

THIS COMMISSION APPROVED AND FILED THE AMENDED BYLAWS ON MAY 10, 1996 (REFERENCE #3127131) FOR THE ABOVE CAPTIONED CORPORATION; SUBSEQUENT AMENDED/REVISED/RESTATED BYLAWS MUST BE FILED IN THIS OFFICE BEFORE THEY ARE EFFECTIVE AS REQUIRED BY LAW. FILING FEE OF \$10.00 MUST ACCOMPANY EACH DOCUMENT AND SAID DOCUMENT MUST BE SIGNED BY THE CHIEF OFFICER AND SECRETARY.

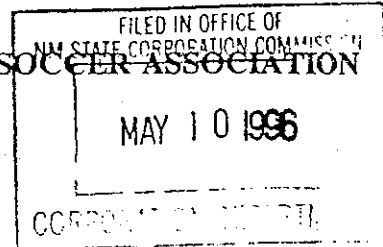
THE REFERENCED APPROVAL DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED APPROVAL OF THE REFERENCED DOCUMENT.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
AMP

3127131

AMENDED BY-LAWS OF NORTHERN NEW MEXICO SOCCER ASSOCIATION



ARTICLE I

NAME AND LOCATION

The name of this corporation is the Northern New Mexico Soccer Association ("Association"). It may also be known as the Northern New Mexico Soccer League. The principal office of the Association is in the City of Santa Fe, New Mexico.

ARTICLE II

MEMBERSHIP

Members of the Association shall consist of clubs who become affiliated with the Association, by and through their club representatives. Each affiliated club shall select a club representative to represent that club as a member. The club representative will also serve as a Director of the Association. Affiliated clubs with less than fifty teams shall have one representative. Clubs with more than fifty teams shall have two representatives.

ARTICLE III

BOARD OF DIRECTORS

The Association shall be managed by its Board of Directors. The Board shall consist of: (1) each club representative or representatives, and (2) officers of the Association selected by the Board. Each member of the Board of Directors, including both representatives and officers, will be entitled to one vote. There shall be no voting by proxy, but each club representative may have a recognized alternative who, while present at a meeting, may act and vote for that representative as authorized and approved by the Board. A majority of the Board shall constitute a quorum. Written or oral notice shall be provided at least three days before its meeting of the Board. Notice shall be waived by attendance at a meeting.

ARTICLE IV

POWERS OF THE BOARD

The Board shall have all powers and duties necessary to accomplish the purpose of the Association which are to work towards the best interest of youth soccer in the Santa Fe area. Those powers and duties shall include, but not be limited to:

- (a) adopting and enforcing rules for the game of soccer to be followed by affiliated clubs;
- (b) approving or disapproving affiliation applications;

(c) negotiating on behalf of the Association and representing the Association therein with respect to the City and County of Santa Fe, Santa Fe Public Schools, the State of New Mexico, and all other entities, organizations and individuals including youth soccer organizations, for the purposes of facilitating and promoting what is best for soccer in the Santa Fe area;

(d) resolving conflicts between affiliated clubs;

(e) coordinating soccer related matters affecting the clubs including fields, equipment, registration, financial matters;

(f) raising such revenues as may be deemed necessary to achieve the purposes of the Board including, but not limited to, imposing a fair fee upon each affiliated club.

(g) representing the interests of the Association and its member clubs in relations with NMYSA and other such state, regional and national soccer organizations.

ARTICLE V

OFFICERS

The officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer. These officers shall constitute the Executive Committee and shall be elected annually by a majority vote of the Board. They shall serve until replaced. The same individual may not hold more than one officer position at the same time. Officers are voting members of the Board of Directors. Officers may be selected from club representatives or may be chosen by the Board from persons other than club representatives at the discretion of the Board. Officers may be removed by the Board whenever it is in the best interest of the Association by majority vote.

SPECIFIC DUTIES

PRESIDENT: Serves as Chief Executive Officer of the Association; presides over all meetings of the Board; represents the Association at the New Mexico Youth Soccer Association annual general meeting, either in person or through a delegate designated by the President, with the authority to cast Association vote; directs the establishment of committees necessary to conduct the corporation's business.

VICE-PRESIDENT: Performs all functions prescribed for the President in the absence of the President.

SECRETARY: Keeps an accurate record of all corporate meetings, all association meetings; gives notice of the meetings; distributes minutes to all members of the Board; maintains a list of club representatives and officers.

TREASURER: Gives an accurate account of all monies received or disbursed by the Association; establishes an account in the name of the Association in a bank having federally-insured deposits; prepares an accurate annual financial statement; acts as signatory on all bank accounts.

ARTICLE VI

EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the duly elected officers of the Board. The Committee may exercise all authority for the Board, in all matters except those pertaining to amending the by-laws, electing or removing any member of the Board of Directors, or amending the Articles of the Association. The designation of the Executive Committee shall not operate to relieve the Board of Directors, or any club representative, of any responsibility imposed by these by-laws. Whenever practicable, the Executive Committee shall defer action on major matters to allow consideration by the full Board. Any Board member shall be entitled to request that the Executive Committee defer action in this manner.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Association shall be the same as the calendar year or such other period as may be designated by majority vote of the Board of Directors.

ARTICLE VIII

AFFILIATED CLUBS

Clubs having a minimum of five teams and desiring to apply for affiliation in the Association shall submit the following:

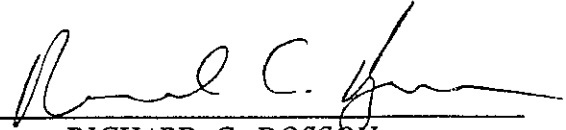
- (a) a letter requesting permission to become affiliated, including the names of the club officers and directors and attaching a copy of the clubs by-laws;
- (b) evidence of full payment of all league and NMYSA dues and fees for each team in the club.

A decision to have a club become affiliated with the Association shall be by majority vote of the Board of Directors, at the discretion of the Board, in accordance with the Board's determination of what is in the best interest of the game of soccer for youth in the Santa Fe area. Affiliation of a club may be rescinded by majority vote of the Board. If an affiliated club fails to field five teams for one year, affiliation will be rescinded by the Board.

ARTICLE IX

OTHER POSITIONS

The Board may designate and appoint other positions for such other purposes as deemed necessary by the Board. Such other positions may include registrars, coordinators for things such as teams, fields, equipment, education, insurance, budget and finance, referees, and other such concerns. Such persons may, but are not required to be members of the Board of Directors.



RICHARD C. BOSSON
PRESIDENT



LIZ CALE
SECRETARY