

**RESTATED ARTICLES OF INCORPORATION
OF
WESTLAKE YOUTH SOCCER ASSOCIATION**

WESTLAKE YOUTH SOCCER ASSOCIATION, pursuant to the provisions of Article 4.06 of the Texas Nonprofit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE ONE

The name of the corporation is WESTLAKE YOUTH SOCCER ASSOCIATION (hereafter “WYSA”). The name under which the corporation was formed is Western Hills Youth Soccer Association. Articles of Incorporation were filed by the Secretary of State on May 28, 1985 and have previously been amended by Articles of Amendment so filed on October 19, 1989 and May 17, 1991.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

- (a) by amending the Purposes section to delineate in even greater detail the charitable activities in which WYSA is engaged;
- (b) by amending the Articles to provide that WYSA will be a membership organization, and that members will be determined as set forth in the Bylaws;
- (c) by changing and updating the Registered Agent;
- (d) by amending the Section on Restrictions to provide greater detail;
- (e) by amending the Articles to provide that WYSA comply with the authority of the United States Soccer Federation (“USSF”) and may, at the discretion of the Board of Directors, affiliate itself with any duly authorized regional or local governing body representing the USSF;
- (f) by amending the dissolution provision to provide that upon dissolution WYSA assets will go, as directed by the Board, to any successor organization with similar purposes to that of WYSA that qualifies under Section 501(c)(3) of the Internal Revenue Code and in the absence of such a successor organization, then to any youth organization designated by WYSA’s Board provided such organization qualifies under Section 501(c)(3) of the Internal Revenue Code, and provided, further, that the amounts distributed shall be used for purposes similar to those of WYSA;

- (g) by adding a provision which refers to the establishment of an endowment and maintenance of WYSA by gifts, devises, fees, and dues;
- (h) by adding a section to limit the liability of the directors of the corporation as provided by Article 13.02-7.06 of the Texas Miscellaneous Corporation Laws Act;
- (i) by reorganizing and restating the provisions of the Articles in a manner different than in the original Articles, as amended; and
- (j) to add a preamble.

ARTICLE THREE

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles were duly adopted in the following manner:

The amendment was adopted by unanimous written consent of the entire Board.

ARTICLE FOUR

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

PREAMBLE

The Westlake Youth Soccer Association is dedicated to the ideal that the game of soccer is a fun, healthy and worthwhile activity for the children of West Austin. We endeavor to provide this activity in an environment that fosters high self-esteem and promotes physical fitness, teamwork, and good sportsmanship. It is our goal to provide a soccer program that prepares children for all levels of play from purely recreational to highly competitive. We maintain that the focus of all our activities should be the best interest of the children within our association. It is with these ideals in mind that we have set forth these Amended and Restated Articles of Incorporation to serve as a framework for this worthwhile endeavor.

SECTION 1, NAME: The name of the corporation is WESTLAKE YOUTH SOCCER ASSOCIATION (“WYSA”).

SECTION 2, NONPROFIT CORPORATION AND MAINTENANCE: The corporation is a nonprofit corporation. The corporation shall have no stock. The corporation’s undertakings shall be maintained through gifts, bequests, devises, the establishment of an endowment, fees, and dues.

SECTION 3, PEPETUAL DURATION: The period of its duration is perpetual.

SECTION 4, PURPOSES: WYSA is dedicated to the ideal that the game of soccer is a fun, healthy, and worthwhile activity for children. The area to be served by WYSA shall be the West Austin Area, especially Westlake, and immediately surrounding areas. The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended, and, in furtherance thereof, to receive property by gift, devise, or bequest and to invest and reinvest the same, and to apply the income and principal thereof as the Board may from time to time determine, primarily through its own programs and secondarily through contributions to any “Charitable Organization or Organizations” (as hereafter defined) for charitable and educational purposes.

The corporation shall accomplish its charitable and educational purposes by engaging in any and all lawful activities incidental to such purposes, including but not limited to the following: by teaching, governing, and promoting the game of soccer for junior players in recreational and competitive league play. It is the intent of WYSA to teach good sportsmanship, educate all participants and adult sponsors in the fundamentals of the game, enhance the soccer skills of the participants, promote the game through sponsorship of regularly scheduled competition, and conduct other educational activities as appropriate for youth soccer.

SECTION 6, AFFILIATIONS: WYSA shall comply with the authority of the United States Soccer Federation (USSF) and may, at the discretion of the Board of Directors, affiliate with any duly chartered regional or local governing body representing the USSF.

SECTION 7, RESTRICTIONS: No part of the net earnings or funds of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the corporation, or any private shareholder or private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation for carrying out its purposes set forth herein. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended, and in the corresponding laws of the State of Texas), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of said Code or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation contributions to which are deductible under Section 170(c)(2) of such Code.

The term “Charitable Organization or Organizations” as used in these Articles shall include only corporations, trusts, and any community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only

if not part of its activities involve the provision of athletic facilities or equipment), and which otherwise qualifies as an organization described in Section 501(c)(3) of such Code, provided that its purposes include those fostered by WYSA.

SECTION 8, REGISTERED AGENT: The post office address of the corporation's registered office is P.O. Box 162401, Austin, Texas 78716. The name of the corporation's registered agent is James T. Reinhart. The post office address of the corporation's registered office and that of its registered agent are the same.

SECTION 9, MEMBERS: The corporation shall have members who shall become members in the manner set forth in the Bylaws and shall possess the powers therein set forth.

SECTION 10, DISSOLUTION: In the event that the corporation should ever dissolve, any remaining assets and property of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation and for necessary expenses thereof, be applied to accomplish the charitable and educational purposes for which the corporation is organized by distributing such assets as follows: (1) first to any successor organization to WYSA provided such organization is qualified under Section 501(c)(3) of the Internal Revenue Code, (2) second to one or more Charitable Organization or Organizations in the Austin area, preferably West Austin area, with similar purposes to WYSA; provided, that the amounts distributed to any such organization shall be used for purposes similar to those of WYSA. In the event of voluntary dissolution and the failure of the organizations mentioned in (1) and (2) above to receive any distributions, such Charitable Organization or Organizations shall be selected by the Directors of the corporation, in their discretion, subject to approval of the plan of distribution which may, pursuant to Texas law, be required by the Texas Secretary of State, Attorney General of the State of Texas, and/or the court having jurisdiction over a cy pres proceeding with regard to such assets and property. In no event shall any of the assets be distributed to any member, trustee, director, or officer of the corporation, or any private shareholder or private individual.

SECTION 11, LIABILITY: No director of the corporation shall be liable to the corporation or its members (if any) for monetary damages for an act or omission in such director's capacity as a director, except to the extent the director is found liable for:

- (1) a breach of the director's duty of loyalty to the corporation or its members (if any);
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

SECTION 12, AMENDMENT OF ARTICLES OF INCORPORATION: Any amendment to these Articles of Incorporation shall be made in accordance with Article 1396-4.02 of the Texas Non-Profit Corporation Act, or its successor.

Dated: _____, 2002.
Austin, Texas

WESTLAKE YOUTH SOCCER ASSOCIATION

By: _____
Its President